

1. Company details

| | |
|-------------------|------------------------------------|
| Name of entity: | Firstwave Cloud Technology Limited |
| ABN: | 35 144 733 595 |
| Reporting period: | For the year ended 30 June 2019 |
| Previous period: | For the year ended 30 June 2018 |

2. Results for announcement to the market

The consolidated entity has adopted Accounting Standards AASB 9 'Financial Instruments' and AASB 15 'Revenue from Contracts with Customers' for the year ended 30 June 2019. The Accounting Standards were adopted from 1 July 2018 using transitional rules that allow for comparatives not be restated.

| | | | \$ |
|--|----|----------|--------------|
| Revenues from ordinary activities | up | 13.0% to | 8,831,731 |
| Loss from ordinary activities after tax attributable to the owners of Firstwave Cloud Technology Limited | up | 26.3% to | (11,007,337) |
| Loss for the year attributable to the owners of Firstwave Cloud Technology Limited | up | 26.3% to | (11,007,337) |

Dividends

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

Comments

The loss for the consolidated entity after providing for income tax amounted to \$11,007,337 (30 June 2018: \$8,717,386).

Refer to the Directors' report for further commentary.

3. Net tangible assets

| | Reporting period Cents | Previous period Cents |
|---|------------------------------|-----------------------------|
| Net tangible assets per ordinary security | 0.87 | 1.16 |

4. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements have been audited and an unqualified opinion has been issued.

5. Attachments

Details of attachments (if any):

The Annual Report of Firstwave Cloud Technology Limited for the year ended 30 June 2019 is attached.

6. Signed

A handwritten signature in blue ink, appearing to be 'A' followed by a stylized flourish.

Signed _____

Date: 30 August 2019

Sam Saba
Director
Sydney

Firstwave Cloud Technology Limited

ABN 35 144 733 595

Annual Report - 30 June 2019

Firstwave Cloud Technology Limited
Directors' report
30 June 2019

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Firstwave Cloud Technology Limited (referred to hereafter as the 'company', 'FCT' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2019.

Directors

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

John Grant - Executive Director and Chairman (appointed on 1 July 2019)
Sam Saba
Scott Lidgett
Paul MacRae
Simon Moore
Edward Keating (resigned on 13 July 2018)
Alexander Kelton (resigned on 6 November 2018)

Principal activities

The principal continuing activities of the consolidated entity comprise of development and sale of internet security software.

Dividends

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

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$11,007,337 (30 June 2018: \$8,717,386).

Profit or loss performance

The consolidated entity's revenue for the year was \$8,831,731, which represents growth of 13% over the prior comparative period ('PCP'). Licensing and support revenue increased by 14% for the year and represents 96.6% of total revenue. Professional services revenue was \$300,643 declining 9.7% on PCP, representing 3.4% of total revenue.

The consolidated entity's loss after income tax amounted to \$11,007,337 (30 June 2018: loss of \$8,717,386). This result includes the full impact of the recognition of non-cash share-based payment expenses of \$1,009,962 (30 June 2018: \$109,243) due to stock options granted to employees and officers. These are reported in general and administration expenses in the statement of profit and loss and other comprehensive income. In valuing stock options, the Black-Scholes valuation model has been applied with a volatility input measure of 64% based on historical share price movements – refer to the remuneration report for further details.

Statement of financial position

Cash and cash equivalents increased by \$2,278,295 to \$8,061,168 at 30 June 2019 (30 June 2018: \$5,782,873). This is supported by two capital raises throughout the year and a share purchase plan, totalling \$11,142,192 (net of expenses). Of this increase to cash and cash equivalents, \$6,345,820 represented cash outflows from operating activities (30 June 2018: \$3,531,173). Cash used in operating activities increased by \$2,814,647, up 80% from 30 June 2018, mainly attributed by the consolidated entity's investment to drive international expansion. Trade receivables of \$572,697 at 30 June 2019 (30 June 2018: \$1,706,880) have been substantially realised after the year end.

Product and development costs of \$2,167,980 have been capitalised as an intangible asset in the consolidated entity's statement of financial position, the investment has increased from PCP of \$1,531,906.

Based on its current commitments, the consolidated entity has sufficient funds to meet its debts as and when they fall due, and accordingly, the financial report has been prepared on a going concern basis.

The directors determined that the use of the going concern basis of accounting is appropriate in preparing the financial report. The assessment of going concern is based on cash flow projections. The preparation of these projections incorporates several assumptions and judgements, and the directors have concluded that the range of possible outcomes considered in arriving at this judgement does not give rise to a material uncertainty casting a significant doubt on the consolidated entity's ability to continue as a going concern.

Significant changes in the state of affairs

On 6 December 2018, the company completed a capital raise of \$3,404,000 (before costs) by issuing 24,314,285 ordinary shares.

On 2 April 2019, the company completed a capital raise of \$6,500,000 (before costs) by issuing 23,214,286 ordinary shares.

On 30 April 2019, the company completed a share purchase plan of \$1,248,000 by issuing 4,457,072 ordinary shares. See note 19 for further details.

FY2019 has been another productive year for the consolidated entity, achieving several key milestones;

- Signing a software original equipment manufacturer development and license ('OEM') agreement with Cisco Systems, Inc. (Cisco), and subsequently confirming an agreement with a Tier 1 service provider in Asia Pacific through the OEM agreement. The partnership was further strengthened by a commitment from Cisco of over \$1 million in infrastructure and software support to establish a joint cybersecurity technology laboratory.
- Expanding into Middle East and Africa signing a reseller agreement with Shelt Global Ltd and securing its first customer, Telecel, through the partnership. Telecel is an African headquartered Tier 1 service provider commencing billing in quarter 4 FY2019.
- Signing a partnership with global systems integrator NTT Data UK, the partnership provides a channel to accelerate expansion in the UK, Europe, USA, Canada, India and APAC.
- Re-signing product and services agreement with Telstra Corporation Ltd. The agreement allows added flexibility to optimise working capital and continue the long-standing partnership.

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

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

The consolidated entity's priorities for FY2020 are:

- Moving existing customers through the path to revenue and increasing the customer base;
- Increasing penetration of Email, Web and Firewall ('EWF') service offerings to existing and new customers;
- Investment into the product roadmap to add additional security appliances onto the cloud content security platform ('CCSP');
- Scaling platform infrastructure and service delivery to meet customer demand; and
- Providing investors with increased transparency of progress.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Information on the directors of the company as at 30 June 2019 is set out below:

| | |
|--------------------------------------|---|
| Name: | Sam Saba |
| Title: | Non-Executive Director |
| Qualifications: | Sam holds BS and MS Degrees in Civil Engineering from the University of Louisiana at Lafayette. He completed post-graduate studies in Business Management from Columbia University and Executive Sales Management from Wharton Business School, Pennsylvania and Cambridge University, UK. |
| Experience and expertise: | Sam served as the Head of South East Asia and Oceania Region at Telefonaktiebolaget LM Ericsson (publ) since 1 July 2014. He is a highly-regarded, internationally experienced business executive with expertise leading large multinational Telecommunication/IT companies across Australia and New Zealand, Southeast Asia and the Middle East. He has spent 23 years with the Ericsson Group and served as the President of Ericsson's Southeast Asia and Oceania Region based in Singapore, President Director of Ericsson Indonesia, Chief Executive Officer of Ericsson Australia and New Zealand and Telstra Account Director at Ericsson Australia. He is a Former Senior Advisor, Ericsson South East Asia, Oceania and India. |
| Other current directorships: | None |
| Former directorships (last 3 years): | None |
| Special responsibilities: | Member of the Audit Risk and Compliance Committee |
| Interests in shares: | 876,623 |
| Interests in options: | 1,000,000 |

Name: Scott Lidgett
Title: Non-Executive Director
Qualifications: Scott holds formal qualifications in Engineering.
Experience and expertise: Scott was a co-founder of Firstwave Cloud Technology Limited. He is also a co-founder of Lidcam Technology Pty Ltd and Channelworx Pty Ltd. Scott has been in the IT industry since the mid-1980s. Prior to Lidcam and Channelworx, Scott worked in corporate sales at Logical Solutions Pty Ltd, the leading reseller of Apple Computer products at the time. Channelworx, a leading IT distribution business, was acquired by US listed IT giant, Avnet Inc. in November 2007. In November 2009, Scott was involved in the formation of a new IT security business IPSec Pty Ltd, where he also serves as Chairman.

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: Member of Remuneration and Nomination Committee
Interests in shares: 19,011,990
Interests in options: 1,200,000

Name: Paul MacRae
Title: Non-Executive Director
Qualifications: Paul holds a Master of Business Administration (MBA) from University of Strathclyde and a Bachelor of Science in Chemistry from The University of Glasgow.
Experience and expertise: Paul has a successful history of setting up new businesses in the IT industry in Australia and overseas. Since moving to Australia in 1989 he has been involved with the IT industry at a senior level. Paul also runs part of the largest listed Australian Enterprise Software company - TechnologyOne Limited. Paul has a strong background in IT security, application software, software development, outsourcing, cloud computing and transactional systems. His roles have included establishing MessageLabs in Australia, Galileo in New Zealand, setting up and selling a successful SAP Consultancy and growing business at a leading HRMS software company.

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: Chairman of the Remuneration and Nomination Committee
Interests in shares: 2,045,602
Interests in options: 1,200,000

Name: Simon Moore
Title: Non-Executive Director
Qualifications: Simon holds a Bachelor of Commerce (Hons) and a Bachelor of Law (Hons) from the University of Queensland.
Experience and expertise: Simon has extensive board-level experience including in the enterprise cloud computing and information technology sectors, along with a solid background spanning private equity, strategic planning, corporate finance, financial modelling, corporate governance and contract negotiations. Simon is the Senior Partner of Colinton Capital Partners, an Australian middle market private equity investment firm. From September 2005 through to December 2016, Simon was a Managing Director and a Global Partner of The Carlyle Group. Prior to joining The Carlyle Group in 2005, Simon was a Managing Director and Investment Committee Member of Investcorp International, Inc., based in New York. Prior to that, Simon worked in private equity investments and investment banking at J.P. Morgan & Co. in New York, Hong Kong, and Melbourne.

Other current directorships: Megaport Limited (ASX: MP1); TPI Enterprises Limited (ASX: TPE).
Former directorships (last 3 years): Qube Holdings Limited (ASX: QUB) (resigned on 1 September 2016).
Special responsibilities: Chairman of the Audit and Risk Committee
Interests in shares: 4,358,386
Interests in options: 1,000,000

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

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

Company secretary

Gai Stephens (BEC, LLB, LLM, GAICD, FCA, FTIA, FGIA) was appointed as company secretary on 30 November 2017. Gai is responsible for all of the legal and compliance issues associated with the consolidated entity. Previously she held the position of company secretary at Hills Limited for 4 years from 2012 until 2017 and company secretary and general counsel at Luxottica (formerly OPSM Group) for 20 years from 1992 until 2012. Gai has extensive knowledge in intellectual property maintenance, tax structuring, acquisitions and disposals, risk management, company secretarial and legal matters.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2019, and the number of meetings attended by each director were:

| | Full Board | | Remuneration and Nomination Committee | | Audit and Risk Committee | |
|-----------|------------|------|---------------------------------------|------|--------------------------|------|
| | Attended | Held | Attended | Held | Attended | Held |
| S Saba | 12 | 13 | - | - | 1 | 2 |
| S Lidgett | 13 | 13 | 7 | 7 | - | - |
| P MacRae* | 13 | 13 | 7 | 7 | 1 | 1 |
| S Moore | 13 | 13 | - | - | 3 | 3 |
| A Kelton | 4 | 4 | - | - | - | - |

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

* Paul MacRae attended an Audit and Risk Committee when Sam Saba was not able to attend.

Shares under option

Unissued ordinary shares of Firstwave Cloud Technology Limited under option at the date of this report are as follows:

| Grant date | Expiry date | Weighted average exercise price | Number under option |
|------------|-------------|---------------------------------|---------------------|
| 18/05/2016 | 19/05/2020 | \$0.30 | 800,000 |
| 18/05/2016 | 19/05/2020 | \$0.35 | 210,000 |
| 18/05/2016 | 19/05/2021 | \$0.30 | 500,000 |
| 18/05/2016 | 19/05/2021 | \$0.35 | 1,500,000 |
| 18/05/2016 | 19/05/2022 | \$0.40 | 2,500,000 |
| 18/05/2016 | 11/05/2022 | \$0.25 | 6,260,000 |
| 18/05/2016 | 11/05/2023 | \$0.25 | 500,000 |
| 18/05/2016 | 11/05/2023 | \$0.35 | 200,000 |
| 30/11/2017 | 31/05/2023 | \$0.65 | 100,000 |
| 30/11/2017 | 31/05/2024 | \$0.65 | 100,000 |
| 30/11/2017 | 28/02/2022 | \$0.75 | 333,400 |
| 30/11/2017 | 28/02/2023 | \$0.75 | 333,300 |
| 30/11/2017 | 28/02/2024 | \$0.75 | 333,300 |
| 30/11/2017 | 31/05/2024 | \$0.76 | 300,000 |
| 30/11/2017 | 31/05/2025 | \$0.87 | 500,000 |
| 13/04/2018 | 12/04/2021 | \$0.40 | 1,216,667 |
| 13/04/2018 | 12/04/2021 | \$0.50 | 283,334 |
| 13/04/2018 | 12/04/2021 | \$0.60 | 283,332 |
| 09/11/2018 | 30/06/2026 | \$0.40 | 4,000,000 |
| 09/11/2018 | 30/06/2026 | \$0.40 | 4,998,000 |
| 09/11/2018 | 30/06/2026 | \$0.40 | 1,000,000 |
| 11/04/2019 | 30/09/2026 | \$0.42 | 2,000,000 |
| 11/04/2019 | 31/08/2026 | \$0.43 | 2,350,000 |
| 11/04/2019 | 30/06/2026 | \$0.44 | 7,700,000 |
| 11/04/2019 | 28/02/2027 | \$0.45 | 650,000 |
| | | | <u>38,951,333</u> |

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options

There were no ordinary shares of Firstwave Cloud Technology Limited issued on the exercise of options during the year ended 30 June 2019 and up to the date of this report.

Indemnity and insurance of officers

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

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the company

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

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 24 to the financial statements.

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

The directors are of the opinion that the services as disclosed in note 24 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

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

Officers of the company who are former partners of Grant Thornton

There are no officers of the company who are former partners of Grant Thornton.

Auditor's independence declaration

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

Auditor

Grant Thornton continues in office in accordance with section 327 of the Corporations Act 2001.

Letter from the chair of the remuneration and nomination committee

Dear Shareholders

On behalf of the company's Remuneration and Nomination Committee (the 'Committee') I am pleased to present to you FCT's remuneration report for the year ended 30 June 2019 ('FY2019').

At the company's last Annual General Meeting ('AGM') in November 2018, it received a first strike against its remuneration report. Following the strike, senior executives and directors of the company consulted with several of the company's large shareholders to establish the reasons for the strike and consequently, several changes have been made to the its remuneration policy and practices.

FCT invests in a best in class product offering that answers a global challenge. To ensure its suite of products remains best in class and can be taken to the global marketplace, the company needs to attract and retain the best people from what is a highly competitive, global market for talent. The primary objective of the company's remuneration policy is to ensure that collectively FCT's directors, executives and employees have the skills and expertise to deliver long-term profitable growth and returns to shareholders. To meet this objective, the policy adopts the following key principles for key management personnel ('KMP') remuneration. It will:

- align with shareholder value;
- reward results, both short and long-term; and
- acknowledge the company's need, at its current stage of development, to conserve cash.

The company's long-term incentive ('LTI') plan is a key component of the KMP's remuneration satisfying each of the principles above. However, the company's LTI has been one of the areas where shareholders have had concerns – in particular – the quantum of options that has been granted to management during the year. I would like to step you through an example showing you the Board of Director's (the 'Board') thinking on how the company's LTI – aligns with shareholder value creation. For the purpose of this example I have used the options granted to the chief executive officer ('CEO') after last year's AGM.

An example

At the last AGM shareholders approved the issue of 4,998,000 options to the CEO. The exercise price was struck using the 5-day volume weighted average price ('VWAP') of the share price following the full year results announcement. calculated to be \$0.23. multiplied by an uplift factor. The following table shows the vesting dates, uplift factor and exercise prices:

| Vesting date (A) | Number of options (B) | VWAP (C) | Uplift factor (D) | Exercise price (C x D) |
|------------------|-----------------------|----------|-------------------|------------------------|
| 01/07/2019 | 1,666,000 | \$0.23 | 125% | \$0.29 |
| 01/07/2020 | 1,666,000 | \$0.23 | 175% | \$0.40 |
| 01/07/2021 | 1,666,000 | \$0.23 | 225% | \$0.52 |
| | <u>4,998,000</u> | | | |

In establishing the CEO's remuneration, a targeted annual LTI of \$251,192 was set by the Board. To achieve the target LTI the share price was required to grow above the exercise price. The following table shows the share price required for the CEO to realise his full LTI:

| Vesting date (A) | LTI target \$ (B) | Number of shares (C) | Incremental share price to achieve LTI target (D) B/C | Exercise price (E) | Required to achieve LTI target (D+E) |
|------------------|-------------------|----------------------|---|--------------------|--------------------------------------|
| 01/07/2019 | 251,192 | 1,666,000 | \$0.15 | \$0.29 | \$0.44 |
| 01/07/2020 | 251,192 | 1,666,000 | \$0.15 | \$0.40 | \$0.55 |
| 01/07/2021 | 251,192 | 1,666,000 | \$0.15 | \$0.52 | \$0.67 |

In issuing the options to the CEO the critical factor considered by the Board was to align the CEO's performance to shareholder value creation. This is best achieved by linking his remuneration to share price. This is highlighted in the following table which shows how shareholders' wealth grows if the CEO achieves the share price needed for him to realise his full LTI target.

| Share price required to achieve LTI target (A) | Shares on issue (B) | Market Capitalisation \$ (C) (A x B) | Market capitalisation when VWAP struck \$ (D) | Increase in market capitalisation from time VWAP struck \$ (E) (C-D) | Cumulative Benefit to CEO \$ (F) | Cumulative benefit to CEO of incremental increase in market capitalisation (F/E) | Benefit to shareholders (E/D) |
|--|---------------------|--------------------------------------|---|--|----------------------------------|--|-------------------------------|
| \$0.44 | 280,805,705 | 123,554,510 | 45,102,543 | 78,451,967 | 251,192 | 0.32% | 174% |
| \$0.55 | 280,805,705 | 154,443,138 | 45,102,543 | 109,340,595 | 502,384 | 0.46% | 242% |
| \$0.67 | 280,805,705 | 188,139,822 | 45,102,543 | 143,037,279 | 753,576 | 0.53% | 317% |

If the CEO successfully drives the share price to his LTI 3-year target:

- shareholders will enjoy a 317% increase in their share price; and
- the CEO will receive 0.53% of the incremental increase in market capitalisation.

Your directors believe that alignment of the CEO to shareholder wealth generation is best aligned through the issue of options tied to share price. This gives significant benefits to shareholders as can be seen from the example outlined above. Your directors do not consider the LTI reward to the CEO to be excessive.

I hope the above gives you an insight into the Board's deliberations on the company's LTI.

Action being taken

It is the Committee's and the Board's view, formed from past recruitment experience, that the combination of remuneration elements outlined under the framework in the remuneration report, that follows my letter, are required in full to achieve the policy's objective. In setting both the quantum and structure of the remuneration components, the Board will take the company's size and maturity into account.

Following some key changes to our corporate structure, shareholders will see some reclassification in our remuneration report. Further, following consultation with shareholders after the 2018 AGM, the Board has made changes to KMP remuneration as outlined in the remuneration report.

In summary, the remuneration report shows:

- changes in past KMP LTI after consultation with shareholders, including cancellation of granted options;
- when benchmarked against peers, the remuneration of the CEO and other management KMP is below market, according to independent experts using a group of companies of comparable market value;
- remuneration received by the CEO and management KMP was 76% of target remuneration; and
- the LTI plan will start to create value for management when the share price is above the exercise price. This requires a share price increase and consequent increase in shareholder value before the executives receive any value for their LTI awards. The example above explains this in more detail.

In conclusion

FCT remains focused on delivering share price appreciation, securing the capital structure necessary to support its strategic objectives, longer-term profitable growth and returns to shareholders. The Board believes that the company's current remuneration structure, which will be further refined by a comprehensive review in FY2020, positions the company well to achieve these goals.

We are committed to ongoing dialogue with our shareholders in relation to what is critical to your company's success. We thank you for your loyalty and look forward to your continued support.



Paul MacRae
Chairman, Remuneration and Nomination Committee

30 August 2019
Sydney

Remuneration report (audited)

This remuneration report explains the company's approach to remuneration, performance and remuneration outcomes for its key management personnel ('KMP') for the year ended 30 June 2019 ('FY2019'). It also addresses the Board's response to the 'First Strike' against the remuneration report for the year ended 30 June 2018 ('FY2018'). In this report, 'senior executives' refers to the executive KMP, excluding non-executive directors.

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001, as well as section 300A and associated regulations, particularly Corporations Regulation 2m.3.03.

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

- 1 Performance and reward summary, key context and changes
- 2 Persons addressed in this report
- 3 KMP remuneration framework and governance
- 4 Planned and actual executive remuneration for FY2019
- 5 Variable remuneration assessment/outcomes for FY2019
- 6 KMP contracts and termination arrangements
- 7 NED fees and approved fee pool
- 8 Links between company strategy and KMP remuneration
- 9 Statutory remuneration tables
- 10 Changes in KMP held equity and future costs
- 11 Other remuneration related matters including use of remuneration consultants

The Board hopes shareholders find the report useful and encourages shareholders to provide feedback on the development of FCT's remuneration practices and reporting.

1. Performance and reward summary, key context and changes

1.1 Company performance summary

An underlying principle of the FCT's remuneration policy is that remuneration must be linked to FCT's performance.

The following is a summary of statutory financial and share price performance information since the company relisted in 2016:

| | 2016 | 2017 | 2018 | 2019 |
|--|-------------|-------------|-------------|--------------|
| Revenue (\$) | 6,401,718 | 6,435,660 | 7,817,128 | 8,831,731 |
| Loss after tax (\$) | (4,654,811) | (5,066,543) | (8,717,386) | (11,007,337) |
| Share price (\$) | 0.24 | 0.35 | 0.27 | 0.30 |
| Change in share price (\$) | - | 0.11 | (0.08) | 0.03 |
| Dividends | - | - | - | - |
| Short term change in shareholder value (share price and dividends) | | | | |
| - total value (\$) | - | 0.11 | (0.08) | 0.03 |
| - percentage (%) | - | 46.00 | (23.00) | 9.00 |
| Long-term (cumulative) 3 year change in shareholder value | | | | |
| - amount (\$) | - | - | - | 0.06 |
| - percentage (%) | - | - | - | 23.00 |

In addition, the following indicators may be of interest to shareholders in assessing performance and reward outcomes:

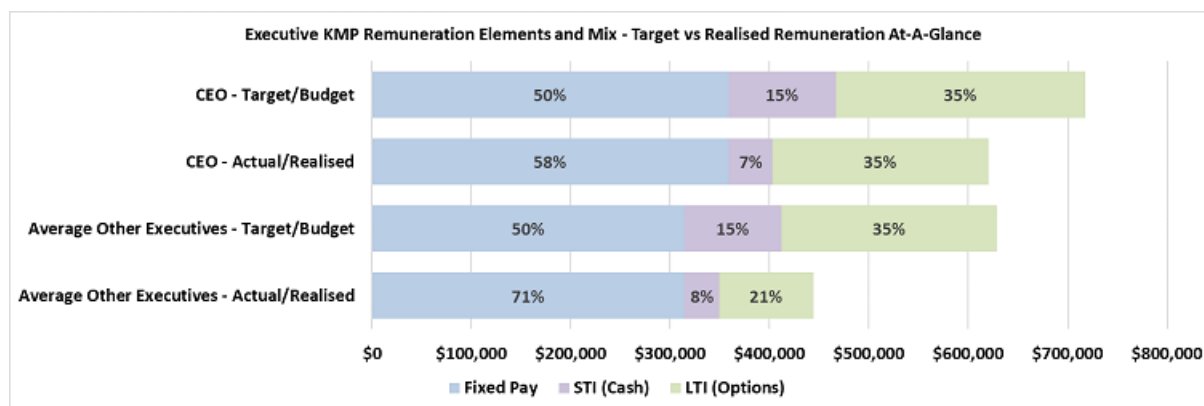
| | 2016 | 2017 | 2018 | 2019 |
|--|-------------|-------------|-------------|--------------|
| SaaS Revenue (\$) | 4,652,183 | 5,629,291 | 7,484,057 | 7,928,743 |
| Earnings before interest and tax ('EBIT') (\$) | (5,067,571) | (5,507,399) | (7,626,581) | (11,019,760) |
| Shareholders' share capital (\$) | 15,733,846 | 15,773,846 | 25,231,669 | 36,506,677 |

The following milestones should also be noted:

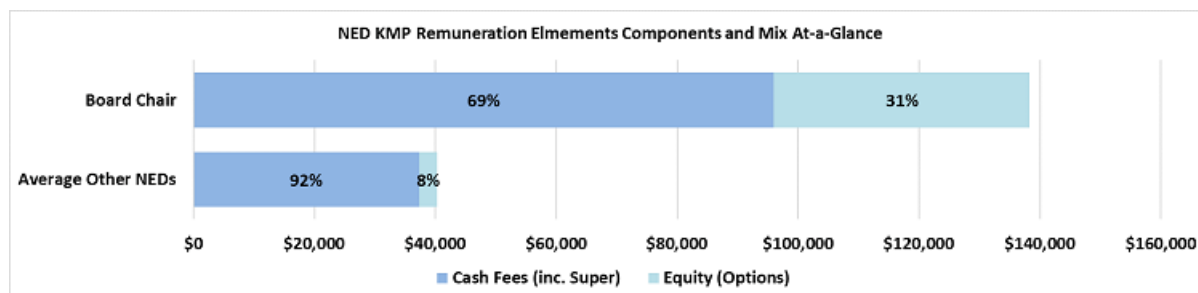
| Milestone | Achieved |
|--|----------|
| Moved to full operational readiness for its North American, European and Asian Platforms | Yes |
| Increased the number of 1st level partners from 0 to 3, and 2nd level partners from 1 to 2 | Yes |
| Deployment of premium email service offering | Yes |
| Successfully completed Proof of Value ('POV') deployments in Europe, Africa and Asia | Yes |
| Secured first international revenue | Yes |
| Raised \$11 million of capital to pursue the Expand and Scale opportunities | Yes |

1.2 KMP remuneration at-a-glance

The following chart summarises executive remuneration quantum and mix at target and actual performance for full year KMP:



The following chart summarises non-executive director ('NED') remuneration quantum and mix:



1.3 Key context for KMP remuneration governance in FY2019 and into the financial year ending 30 June 2020 ('FY2020')

The following outlines the key context relevant to KMP remuneration governance in FY2019 and into FY2020:

In November 2017, FCT announced a new strategic direction that saw the company move from a single vendor Australia focused business to a global multi-vendor focused business. The new strategy had three phases – “Enable, Expand and Scale”. The Enable phase was completed in FY2018 and involved establishing a new management and repositioning its product and delivery offering. The new team required the right skill set to Expand and Scale the business from a single customer in Australia to a multiple customer base located in all major locations globally. The Expand phase was the focus of FY2019 and continues to be the ongoing focus into FY2020. Key agreements were completed – starting with the Global Security Vendor – Cisco Systems, Inc. signed in July 2019. Other agreements have been signed including NTT DATA UK Limited and SHELTON Global Ltd. FCT's product service agreement with Telstra Corporation Limited was also renewed during the year.

The milestones that have been achieved this year are listed above.

The opportunities that new customers are presenting have required additional executive and technical resources to execute their potential. As FCT moves through the Expand phase of its strategy, the company's remuneration framework provides the Board with the flexibility to adjust the performance elements of executive remuneration to ensure the company maintains its momentum through this important phase.

At the 2018 AGM, the company received a first strike against its remuneration report. This matter is discussed further below, where the concerns raised by some shareholders are outlined and the actions that the Board has taken in respect of those concerns:

- 76% of voting shareholders voted against the remuneration report. As this percentage exceeds the percentage outlined in the Corporations Act 2001 of 25% of the votes cast by persons entitled to vote, the remuneration report received a 'First Strike'.
- In these circumstances, the Corporations Act 2001 requires FCT to include in this year's remuneration Report an explanation of the Board's proposed action in response to that 'First Strike' or, alternatively if the Board does not propose any action, the Board's reason for such inaction.
- In summary, the common themes arising from the consultation process regarding the strike are set out below:
 - the level of options issued is seen as dilutive;
 - the option expiry period at five years from date of vesting is seen as too long and does not align with the timeframe of shareholders for value accretion; and
 - the former Chairman received consulting fees as part of his remuneration, which is generally seen as compromising the independence of a NED.

During the year, the Board made several decisions in support of this objective including:

- following the First Strike, the Board actively consulted shareholders and shareholder representatives, who had raised issues with last year's remuneration report, to seek their feedback on FCT's remuneration practices and reporting, and to understand how this can be best represented in this report. The Board has taken their comments into consideration when framing the remuneration policy. This is further outlined in this section of the report. The Board has also made changes to the format and content of the remuneration report with the aim of being clear and transparent, with a greater focus on demonstrating to shareholders the link between remuneration strategy and performance at FCT;
- continuing to set challenging performance measures for the FY2019 Short Term Incentive ('STI') plans focusing on financial performance (75%), as well as strategic non-financial measures (25%). This emphasis towards financial performance will continue for FY2020; and
- the review of the overall remuneration framework as FCT continues to evolve, including benchmarking to ensure that the salaries for the chief executive officer ('CEO') and senior executives are competitive.

In terms of your company's directors:

- given your company is in the growth phase of an international expansion and yet to achieve positive operating cash-flows, the directors invest considerable time to provide their expertise and counsel out of the cycle of Board meetings;
- each director has invested to acquire shares in the company; and
- there have been no fees paid to committee members and only the Chair of the Audit Committee received a fee.

1.4 Response to "Strike" and key changes to KMP remuneration governance in FY2019 and into FY2020

In response to the 'First Strike', the Board undertook a market review and arranged for the Chairman and the Chairman of the Remuneration and Nomination Committee to consult with a number of advisors and stakeholders including institutional investors to understand the reasons why FCT received the vote against the FY2018 remuneration report. In developing the remuneration strategy for FY2019 and beyond as outlined in this report, the Board has taken into account feedback from stakeholders, external advice from its independent remuneration consultant, market practice, and most importantly, what the Board has identified as the key drivers to achieve the strategic objectives of the company. Key changes include:

- cancellation of the one million options granted to the CEO on his appointment as Chief Financial Officer ('CFO') (5,000,000 remaining);
- cancellation of 250,000 of the options issued to the CFO (1,500,000 remaining);
- cancellation of 750,000 of the options issued to the General Counsel, Company Secretary and Head of Human Resources (1,250,000 remaining); and
- each of the cancellations will be actioned in FY2020; and
- during the year, the CEO and Chief Technology Officer re-invested from their after-tax remuneration into the business.

Independent expert review

The Board engaged Godfrey Remuneration Group ('GRG') to undertake a review of KMP remuneration to assist the Board to respond to the strike. GRG has so far provided some observations to the Board as detailed below.

A high-level review of KMP remuneration quantum and structure, which indicated:

- NED fees were approximately aligned with, but below, market practices for comparable companies, although some standardisation could be considered, such as in respect of equity and committee fee arrangements. The Board intends to consider this in FY2020 as part of a broader review of the current framework and policy. The current shareholder approved Fee Limit reflected typical levels for comparable companies;
- in respect of the CEO role, cash remuneration is below market benchmark midpoint for comparable companies. The value of the equity component of the CEO's remuneration package is also below market and is insufficient for a role that carries primary responsibility for long-term value creation for shareholders; and
- in respect of other executive KMP, fixed remuneration is below market benchmark for comparable companies. Variable remuneration is overly weighted towards STIs and consideration could be given to rebalancing to longer term outcomes by providing more in the form of equity.

The practice of granting long-term incentives ('LTI') only every three years is dated and likely to be exacerbating dilution. The more common practice of annual granting for comparable ASX listed companies can average out valuations over the long term and therefore reduce dilution when the company is growing.

Advice on ways to manage dilution while ensuring KMP remuneration creates appropriate alignment with shareholder interests:

- several factors including timing, valuation factors, up-front granting for multiple years and the use of premium exercise prices appear to have conflated to produce a dilutive arrangement under the approach to date;
- consideration be given to replacing the options plan with a rights plan that would be less dilutive, which the Board will consider in FY2020; and
- consideration be given to refining the method of valuation of executive equity arrangements for granting purposes to improve alignment with market expectations.

Dilution

In employing a new senior executive team, the Board consciously decided to acquire a highly talented senior management team with the skills and experience necessary to successfully drive the strategy from a single vendor in Australia to a multi-vendor model focusing on customers throughout the world. The company has favoured a greater "at risk" component for these new executives as a percentage of total remuneration. The use of equity over a higher cash remuneration has also assisted the company in conserving its cash while it continues to operate in a tight operating cash position.

The Board believes that grants of options align management with shareholder value creation, particularly when premium exercise prices are used (which tend to increase the number of options that must be granted to deliver a target value).

This report provides metrics that demonstrate the share price growth necessary for the CEO to receive the anticipated value from his existing options, that is, the CEO will only benefit, and dilution will only occur, when shareholders have experienced significant growth in value. However, the Board understands that there may be ways to provide similar alignment with a lower dilutive impact and the Board proposes to review other approaches.

The Board will also consider grant valuation methods and inputs to ensure appropriate alignment between market expectations and good governance practices adopted by the company going forward. Undertaking annual valuation and granting processes, if adopted, can be expected to produce a lower dilutive impact compared to making grants of LTI for future years in advance, particularly when the share price is expected to grow over future periods.

Option expiry period

In response to the option expiry period concern, the company will set the expiry period for the next round of options at three years from the vesting date, down from five years. This changed expiry period will apply to options issued to directors, management and employees. It should be noted that doing so reduces the value of the options, which, all other things being equal, increases the number required to be granted to deliver a target remuneration value. The Board did seek advice regarding altering previously issued options, however the legal, compliance and other impediments to doing so have made this alternative impractical. Therefore, the Board asks for the understanding of shareholders as it goes through the necessary processes to make the required changes in response to shareholder feedback.

Consulting fees for NEDs

There were no consulting fees paid to any NED in the current financial year.

Remuneration reporting

Finally, the Board has changed the format of this year's remuneration report in order to make it more readable and informative. The Board believes stakeholders will appreciate the open disclosure and clear presentation and welcomes any shareholder feedback and suggestions for improvement.

2. Persons addressed in this report

KMP encompasses all directors, as well as those senior executives who have specific responsibility for planning, directing and controlling material activities of FCT, as follows:

| Director | Position |
|------------------|--|
| Sam Saba | Non-Executive Director since 16 October 2017 Board Chairman from 6 November 2018 until 1 July 2019 Member of the Audit Committee since 6 November 2018 |
| Scott Lidgett | Non-Executive Director since 8 March 2016 Member of the Remuneration and Nomination Committee since 21 February 2017 |
| Paul MacRae | Non-Executive Director since 8 March 2016 Chairman of the Remuneration and Nomination Committee since 27 February 2017 |
| Simon Moore | Non-Executive Director since 1 March 2017 Chairman of the Audit Committee since 30 November 2017 |
| Alexander Kelton | Board Chairman from 8 March 2016 until 6 November 2018 Member of the Audit Committee from 8 March 2016 until 6 November 2018 Member of the Remuneration and Nomination Committee from 21 February 2017 until 6 November 2018 |
| Edward Keating | Non-Executive Director since 8 March 2018 until 13 July 2018 Member of the Audit Committee from 8 March 2016 until 13 July 2018 |

| Executives | Position |
|--------------|---|
| David Kirton | Chief Executive Officer since 22 August 2018 |
| Neil Pollock | Chief Operating Officer and Head of International since 1 December 2017 |
| Simon Ryan | Chief Technology Officer since 21 July 2007 |
| Jason Singh | Chief Financial Officer since 11 April 2019 |

3. KMP remuneration framework and governance

The KMP remuneration framework is a series of policies, principles, practices and other documents that together form the governance of KMP remuneration. These include:

- the Remuneration and Nomination Committee Charter;
- executive remuneration policy;
- NED remuneration policy;
- STI policy and plan;
- LTI policy and plan; and
- securities trading policy.

3.1 Role of the Remuneration and Nomination Committee Charter

The Board, with assistance from the Remuneration and Nomination Committee, is ultimately responsible for ensuring that FCT's remuneration framework is consistent with the business strategy and performance supporting increased shareholder returns over the long term.

The Remuneration and Nomination Committee, consisting of two NEDs: Paul MacRae (Chairman) and Scott Lidgett, has been delegated responsibility for reviewing the remuneration strategy annually and advising the Board on remuneration policies and practices generally.

The Remuneration and Nomination Committee is responsible for:

- the ongoing appropriateness and relevance of the remuneration framework for the Chairman, the Board Committees and the non-executive directors;
- FCT's remuneration policy for the CEO, direct reports and other senior executives, any changes to the policy and the implementation of the policy including any shareholder approvals required; and
- incentive plans for the CEO, direct reports and other senior executives.

Further detail on the Remuneration and Nomination Committee's responsibilities is set out in its Charter, which is reviewed annually and available on FCT's website at: <https://www.firstwavecloud.com/corporate-governance.html>

3.2 Executive remuneration policy

This policy's objective is to provide levels of remuneration that attract, incentivise and reward the company's senior executives. It sets out how remuneration is to be structured, benchmarked and adjusted in response to changes in the circumstances of the company, and in line with good governance.

Remuneration for senior executives is composed of:

- fixed remuneration (inclusive of salary, superannuation, allowances, benefits and any applicable fringe benefits tax ('FBT')); and
- variable remuneration, which is partly at-risk reflecting performance against agreed targets, including:
 - STI for performance against annual objectives; and
 - LTI for performance against indicators of shareholder benefit or value creation, over a multi-year period.

In total the sum of the elements will constitute a total remuneration package ('TRP').

In setting the quantum of remuneration, both internal relativities and external market factors are considered.

TRPs are structured with reference to market practices, the practices of competitors for talent, and the circumstances of the company at the time.

Fixed package policy mid-points are set with reference to P50 (the median or the middle) of the relevant market practice.

TRPs at target are set between P50 and P75 (the upper quartile, the point at which 75% of the sample lies below) of the relevant market practice.

Consistent with market practice, remuneration is managed within a range of +/- 20% to allow for the recognition of individual differences such as the calibre of the incumbent and the competency in which they fulfil a role

Termination benefits will generally be limited to the default amount allowed for under the Corporations Act 2001 (without shareholder approval).

Changes to remuneration resulting from annual reviews are generally determined in relation to:

- external benchmarking, and/or market movements;
- whether current remuneration for the incumbent is above or below the policy midpoint/benchmark – those below the midpoint will tend to receive higher increases;
- the competence of the incumbent in fulfilling their role which determines their positioning within the policy range – higher calibre incumbents are intended to be positioned higher in the range; and
- any changes to internal relativities related to role/organisation design that have occurred since the previously review.

3.3 NED remuneration policy

This policy applies to NEDs of the company in their capacity as directors and as members of committees and is summarised below.

Remuneration will be composed of:

- Board fees;
- Committee fees;
- superannuation;
- other benefits; and
- equity (if appropriate at the time).

Remuneration will be managed within the aggregate fee limit ('AFL') approved by shareholders of the company.

The Board may seek adjustment to the AFL in the case of the appointment of additional NEDs, or should the AFL become insufficient to attract or retain the appropriate calibre of NEDs.

Remuneration is reviewed annually.

Termination benefits are not paid.

A policy level of Board fees (being the fees paid for membership of the Board, inclusive of superannuation and exclusive of committee fees) is set with reference to the P50 (median or middle) of the market of comparable ASX listed companies.

Committee fees may be used to recognise additional contributions to the work of the Board by members of committees in circumstances where the workload of the Board is not equally shared.

The Board Chair fee will be set as a multiple of the fees payable to other NEDs, in recognition of the additional workload associated with this role.

3.4 STI policy

The short-term incentive policy of the company is targeted at annual performance against agreed targets and defines the component of remuneration that is at-risk:

- the STI is generally paid in cash following finalisation of the company's full year accounts;
- NEDs are excluded from participation;
- a termination of employment triggers forfeiture of some or all unearned STI entitlements depending upon the circumstances of the termination. The Board retains discretion to trigger or accelerate payment or vesting of incentives within the limitation on termination benefits as outlined in the Corporations Act 2001; and
- STIs are linked to the main drivers of performance at the group, business unit or individual level, as may be appropriate to the role and subject to Board discretion.

3.5 LTI policy

The long-term incentive policy of the company is targeted at mid to long-term shareholder value creation and defines the component of remuneration that is linked to equity in the company and is therefore at the risk of share price movement:

- the LTI can be based on performance rights, options or share appreciation rights that produce a benefit for participants when performance objectives are met (which may include increasing share price);
- the measurement period for LTIs is generally at least three years; and
- a termination of employment will generally trigger a forfeiture of partial or all the LTIs held by an executive in respect of rights or options which have not vested. The Board retains discretion to trigger or accelerate payment or vesting of incentives within the limitation on termination benefits as outlined in the Corporations Act 2001.

3.6 Securities trading policy

The securities trading policy imposes trading restrictions on all FCT employees who are in possession of 'inside information' and additional restrictions in the form of trading windows for senior executives. Senior executives and members of the broader management team are prohibited from trading in FCT shares during specific periods prior to the announcement of the half and full year results and Appendices 4C. This policy applies equally to shares received as part of remuneration. The securities trading policy is available on FCT's website at:

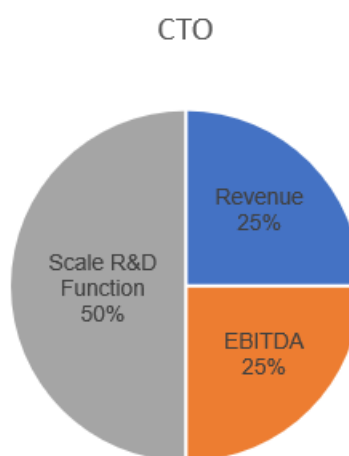
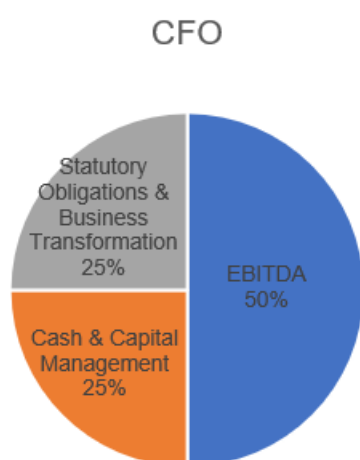
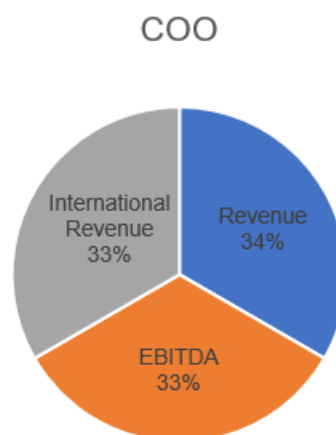
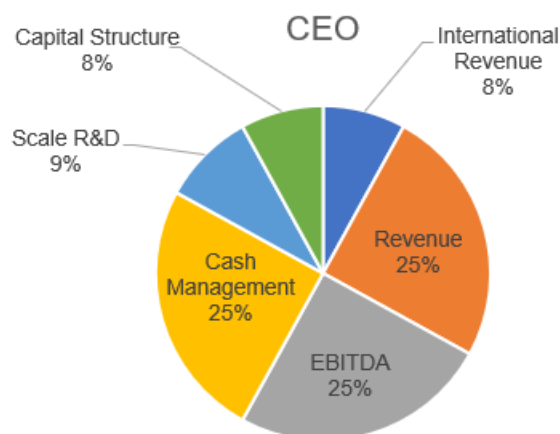
<https://www.firstwavecloud.com/corporate-governance.html>

3.7 STI for FY2019 and FY2020

The STI is an at-risk component of remuneration and is designed to reward performance against the achievement of key performance indicators ('KPIs'), which are set annually. The FY2019 STI plan was designed to reward senior executives for the achievement of objectives closely aligned to the business strategy focusing the transformation from a single vendor based in Australia to a multi-vendor customer base with global reach. KPIs use both financial and non-financial measures of performance. KPIs are selected based on:

- what needs to be achieved over the 12-month period; and
- key outcomes required to realise the business strategy over the longer term, and hence contribute to increased value for shareholders.

Senior executive's KPIs are aligned to the KPIs for the CEO and are based on a mix of day-to-day financial and operational KPIs and more strategic KPIs which support the long-term business strategy, adjusted to reflect individual roles.



The STI performance period for FY2019 was from 1 July 2018 to 30 June 2019.

The maximum STI available to each senior executive was set at a level based on role, responsibilities and market data for the achievement of targets against specific KPIs. The maximum STI opportunity for the CEO was 60% of fixed pay and for other executive KMP was 45% of fixed pay on average.

The Remuneration and Nomination Committee assesses the CEO's performance and individual senior executive's performance based on the CEO's recommendations, against the KPIs set at the beginning of the financial year. The assessment of individual performance is combined with the achievement of financial results to determine the amount of payment for the CEO and each senior executive. The Remuneration and Nomination Committee recommends the STI payment outcome to the Board for approval. STI payments for FY2019 were delivered as cash payments following approval by the Board.

Unless the Board determines otherwise, the treatment of STI opportunities in the case of a termination may be summarised as follows:

Departure from FCT

Resignation and retirement

Company initiated termination

Summary dismissal

Treatment of STI opportunity

Any entitlement to a payment is subject to the participant being employed by the company at the time of payment.

Any entitlement to a payment is based on completed months of service with no pro-rata for partly completed months. To be entitled to a pro-rata payment the individual will need to have completed nine months of service during the financial year.

If summarily dismissed a participant forfeits all rights to any payments under the STI which had not already been made.

In the case of a change of control, entitlement to the STI will be assessed and paid based on consideration of the elapsed period and performance to the date of change of control.

No clawback or malus policy has been built into the plan at this time and no separate policy has been developed.

The FY2020 STI plan will continue the strong focus on aligning senior executive reward with the financial performance of FCT. The weighting for FY2020 for the CEO is:

Financial performance: 80%
 Individual performance: 20%

3.8 LTI plan for FY2019 and into FY2020

The LTI is targeted at mid to long-term, (approximately three years), shareholder value creation and defines the component of remuneration that is linked to equity in the company and is therefore at the risk of share price movement. The FY2019 the LTI plan was designed to reward senior executives for increasing share price by using options, that is, if the share price did not increase for shareholders, executives received no benefit.

In determining the performance hurdles for the CEO's options, the Board considered that an absolute share price target was more appropriate than a relative (i.e. peer comparison) share price appreciation or total shareholder return target. The reason for this is that the Board anticipates that growth in FCT's share price should significantly exceed that of its peers and as such a peer comparison would not give the appropriate stretch target for the CEO.

In FY2019, grants of options were subject to continued service vesting conditions over one, two and three financial years in three equal tranches. While the proposed grants were intended to fulfil the remuneration component of executives for three years (up-front granting for multiple years), the full amounts could not be granted and therefore arrangements appropriate for future years are currently under review.

The options issued to the CEO and Chief Operating Officer during the year were approved by shareholders at the AGM held on 9 November 2018.

Any options or rights issued in FY2020 or beyond under the current plan will have a three-year exercise period following vesting rather than a five-year period as has been the company's previous policy.

Each tranche was subject to a premium exercise price that serves as the performance condition required to be met for value to accrue to a participant. The following table shows the share price growth that is required for the CEO to achieve the LTI target value from his options (the same terms apply to grants to other executives in FY2019, in lesser volume as disclosed elsewhere in this report):

| Exercise date | Exercise price | Number of options issued | Target LTI amount \$ | Target share price* | Growth in share price** % |
|---------------|----------------|--------------------------|----------------------|---------------------|---------------------------|
| 01/07/2019 | \$0.29 | 1,666,000 | 251,192 | \$0.44 | 191% |
| 01/07/2020 | \$0.40 | 1,666,000 | 251,192 | \$0.55 | 239% |
| 01/07/2021 | \$0.52 | 1,666,000 | 251,192 | \$0.67 | 291% |

* Share price required to deliver the target LTI value to the employee

** This represents a share price growth from \$0.23 – being the five-day volume weighted average price ('VWAP') after the full year results announcement in August 2018. This was the agreed period to determine the exercise price of the options which are 125%, 175% and 225% of the five-day VWAP.

The Black Scholes valuation methodology valued the option grant to the CEO at \$217,263. The valuation methodology involves a number of variables including a volatility measure of 64%.

The annual LTI value that forms part of the CEO's remuneration package of \$217,263 is less than the intended policy/target level of annual LTI opportunity intended to be provided of \$251,192.

The foregoing is intended to make it clear that no benefit will arise for the CEO, and other executives, and that no dilution will arise, unless shareholders experience exceptional wealth creation.

In the case of a termination of employment, unless the Board determines otherwise:

| Departure from FCT | Treatment of LTI opportunity |
|----------------------------|---|
| Resignation and retirement | All unvested options will lapse on the date that the participant ceases to be an employee, however vested but unexercised options will be retained by the employee until expiry date. |
| Death or disablement | All unvested options will lapse on the date that the participant ceases to be an employee, however vested but unexercised options will be retained. |
| Summary dismissal | All unvested options will lapse on the date that the participant ceases to be an employee, however vested but unexercised options will be retained. |

In the case of a change of control, 100% of unvested options will vest which is appropriate to the nature of an option that has a marginal value relative to the exercise price (it is recognised that this treatment would not be appropriate for performance rights that have a non-marginal value).

No clawback or malus policy has been built into the plan at this time, and no separate policy has been developed.

There will be no additional LTI grant in FY2020 as grants of options already made are intended to cover a three-year period of remuneration. However, future arrangements in relation to grants of equity will be reviewed in FY2020.

4. Planned and actual executive remuneration for FY2019

4.1 Target remuneration

The following table outlines the planned remuneration at target for executives for the FY2019 period. This presents the actual fixed remuneration, target level of STI and policy level of LTI grant value that the Board intended to pay for the year if expectations were met:

| KMP | Base package including super \$ | Target fixed % of TRP % | Target STI amount \$ | Target STI % of TRP % | Target LTI amount \$ | Target LTI % of TRP % | Total remuneration package at target performance \$ |
|-----------|---------------------------------|-------------------------|----------------------|-----------------------|----------------------|-----------------------|---|
| D Kirton | 358,846 | 50% | 107,654 | 15% | 251,192 | 35% | 717,692 |
| N Pollock | 334,379 | 50% | 103,657 | 15% | 234,065 | 35% | 672,101 |
| S Ryan | 294,320 | 50% | 88,296 | 15% | 206,024 | 35% | 588,640 |
| J Singh* | 57,784 | 50% | 17,335 | 15% | 40,449 | 35% | 115,568 |

4.2 Maximum remuneration

The following table outlines the planned remuneration at maximum/stretch for executives for the FY2019 period. The maximum stretch target is 100% achievement of KPIs. This presents the actual fixed remuneration, maximum level of STI and the policy level of LTI grant value that the Board intended to pay for the year if expectations were met (note: the LTI is subject to binary conditions so no scaling applies):

| KMP | Base package including super \$ | Maximum fixed % of TRP % | Maximum STI amount \$ | Maximum STI % of TRP % | Maximum LTI amount \$ | Maximum LTI % of TRP % | Total remuneration package at stretch performance \$ |
|-----------|---------------------------------|--------------------------|-----------------------|------------------------|-----------------------|------------------------|--|
| D Kirton | 358,846 | 43% | 215,308 | 27% | 251,192 | 30% | 825,346 |
| N Pollock | 334,379 | 43% | 207,315 | 27% | 234,065 | 30% | 775,759 |
| S Ryan | 294,320 | 50% | 88,296 | 15% | 206,024 | 35% | 588,640 |
| J Singh* | 57,784 | 50% | 17,335 | 15% | 40,449 | 35% | 115,568 |

4.3 Actual/realised remuneration in respect of FY2019 completion

The following table outlines the realised remuneration for executives in respect of the company that was realised in the FY2019 period, taking account of performance outcomes. This presents the actual fixed remuneration paid, STI awarded immediately following the completion of FY2019 audit and the grant date value of LTI that vested:

| KMP | Base package including super \$ | Actual fixed % of TRP % | Total STI awarded following completion of FY2019 (cash and equity) \$ | Actual STI % of TRP % | Value of LTI that vested following completion of FY2019 \$ | Actual LTI % of TRP % | Total remuneration package \$ |
|-----------|---------------------------------|-------------------------|---|-----------------------|--|-----------------------|-------------------------------|
| D Kirton | 358,846 | 58% | 44,138 | 7% | 217,263 | 35% | 620,247 |
| N Pollock | 334,379 | 62% | 40,000 | 7% | 169,173 | 31% | 543,552 |
| S Ryan | 294,320 | 85% | 30,000 | 9% | 20,600 | 6% | 344,920 |
| J Singh* | 57,784 | 66% | 4,400 | 5% | 25,189 | 29% | 87,373 |

* J Singh was appointed CFO on 11 April 2019.

It should be noted that because the share price is below the exercise price of the options that vested, the realised value of the options that vested is currently nil.

Details of STI and LTI outcomes for the reporting period are presented below.

5. Variable remuneration assessment/outcomes for FY2019

5.1 FY2019 STI performance metrics and outcome

The specific KPIs and the outcomes achieved for FY2019 are set out in the following table:

| KMP | KPI summary (and weighting) | Target award \$ | Target award achievement per KPI % | Award outcomes FY2019 paid FY2020 \$ |
|-----------|--|--------------------|---|--|
| D Kirton | Revenue (25%) EBITDA (25%) Cash position (25%) Individual KPIs - First international revenue (8%) - Scaling development team (9%) - Capital structure (8%) | 107,654 | 41% | 44,138 |
| N Pollock | Revenue (33.3%) EBITDA (33.3%) Individual KPIs - First international revenue (33.3%) | 103,657 | 39% | 40,000 |
| S Ryan | Revenue (25%) EBITDA (25%) Individual KPIs - Scaling development team (50%) | 88,296 | 34% | 30,000 |
| J Singh | EBITDA (50%) Cash position (25%) Individual KPIs - Statutory obligations (25%) | 78,116 | 26% | 20,000 |

5.2 FY2019 LTI performance metrics and outcomes

LTI eligible to vest following the completion of FY2019 was subject to service testing only, with the performance aspect being the relationship between share price following vesting, and the exercise price. Since all participants remained employed as at the end of FY2019, the following options vested (none of which have been exercised, therefore no dilution has occurred in relation to LTI vesting):

| KMP | Target performance and actual outcome | Number eligible to vest following FY2019 completion | % of tranche vested | Number vested | Value of LTI that vested (as per Grant date valuation \$) | Realisable value (Number x Vesting date share price net of exercise price) \$ |
|-----------|--|---|------------------------|------------------|---|---|
| D Kirton | Remains employed | 2,066,000 | 100% | 2,066,000 | 217,263 | - |
| N Pollock | Remains employed | 1,333,333 | 100% | 1,333,333 | 169,173 | - |
| S Ryan | Remains employed | 750,000 | 100% | 750,000 | 20,600 | - |
| J Singh | Remains employed | 833,334 | 100% | 833,334 | 113,504 | - |
| | | <u>4,982,667</u> | | <u>4,982,667</u> | <u>520,540</u> | <u>-</u> |

It should be noted that because the share price is below the exercise price of the options that vested, the realised value of the options that vested is currently nil.

6. KMP contracts and termination arrangements

The remuneration and other terms of employment for the CEO and senior executives are covered in their individual employment contracts and are summarised in the following table:

| | |
|-------------------|---|
| CEO | The contract for the CEO had an initial three-year term with renewal by agreement between the parties. The company may terminate without cause on providing six months' written notice. The CEO may terminate on providing three months' written notice. The CEO can be terminated immediately for serious misconduct. All remuneration and benefits are outlined in the contract and outlined in detail in this report. |
| Senior executives | There are no guaranteed base pay increases included in any senior executive contract and no contract is for a fixed term. The contracts may be terminated by either party on three months' written notice. If a senior executive is retrenched there is no entitlement to contractual termination payments except where the company chooses to make a payment in lieu of notice. In the instance of serious misconduct, FCT may terminate employment at any time. The senior executive will only receive payment to the date of termination and any statutory entitlements. Retirement benefits comprise employer contributions to defined contribution superannuation funds. |
| NEDs | NEDs are engaged by letter of appointment. No termination payments or notice periods apply to NED engagements. |

7. NED fees and approved fee pool

The Board sets NED remuneration at a level which balances the attraction and retention of directors of the highest calibre at a cost which is acceptable to shareholders. The remuneration of the NEDs is determined by the Board on recommendation from the Remuneration and Nomination Committee within a maximum fee pool.

NEDs receive a base fee. If appropriate, the Board may also pay committee fees to NEDs. The following table outlines the main Board and committee fees as at 30 June 2019 (no committee fees apply to other committees not listed):

| Function | Role | Fee Including super \$ |
|--------------------------|--------|------------------------|
| Main Board | Chair | 120,000 |
| | Member | 48,000 |
| Audit and Risk Committee | Chair | 10,000 |
| | Member | - |

NEDs also receive options. The terms of the FY2019 grants are as follows:

| Issued to | Grant date | Expiry date | Number | Exercise price | Fair value per option at grant date |
|-----------|------------|-------------|---------|----------------|-------------------------------------|
| S Saba | 08/11/2018 | 01/07/2024 | 333,333 | \$0.29 | \$0.098 |
| S Saba | 08/11/2018 | 01/07/2025 | 333,333 | \$0.40 | \$0.094 |
| S Saba | 08/11/2018 | 01/07/2026 | 333,334 | \$0.52 | \$0.092 |

The maximum amount of fees that can be paid to NEDs is capped by a pool approved by shareholders. At a General Meeting, held on 15 April 2016, shareholders approved the current fee pool of \$400,000 per annum which is recorded on an accrual basis. The fee pool and the base directors' fees did not change in FY2019. Grants of options approved by shareholders do not count towards this limit.

8. Links between company strategy and KMP remuneration

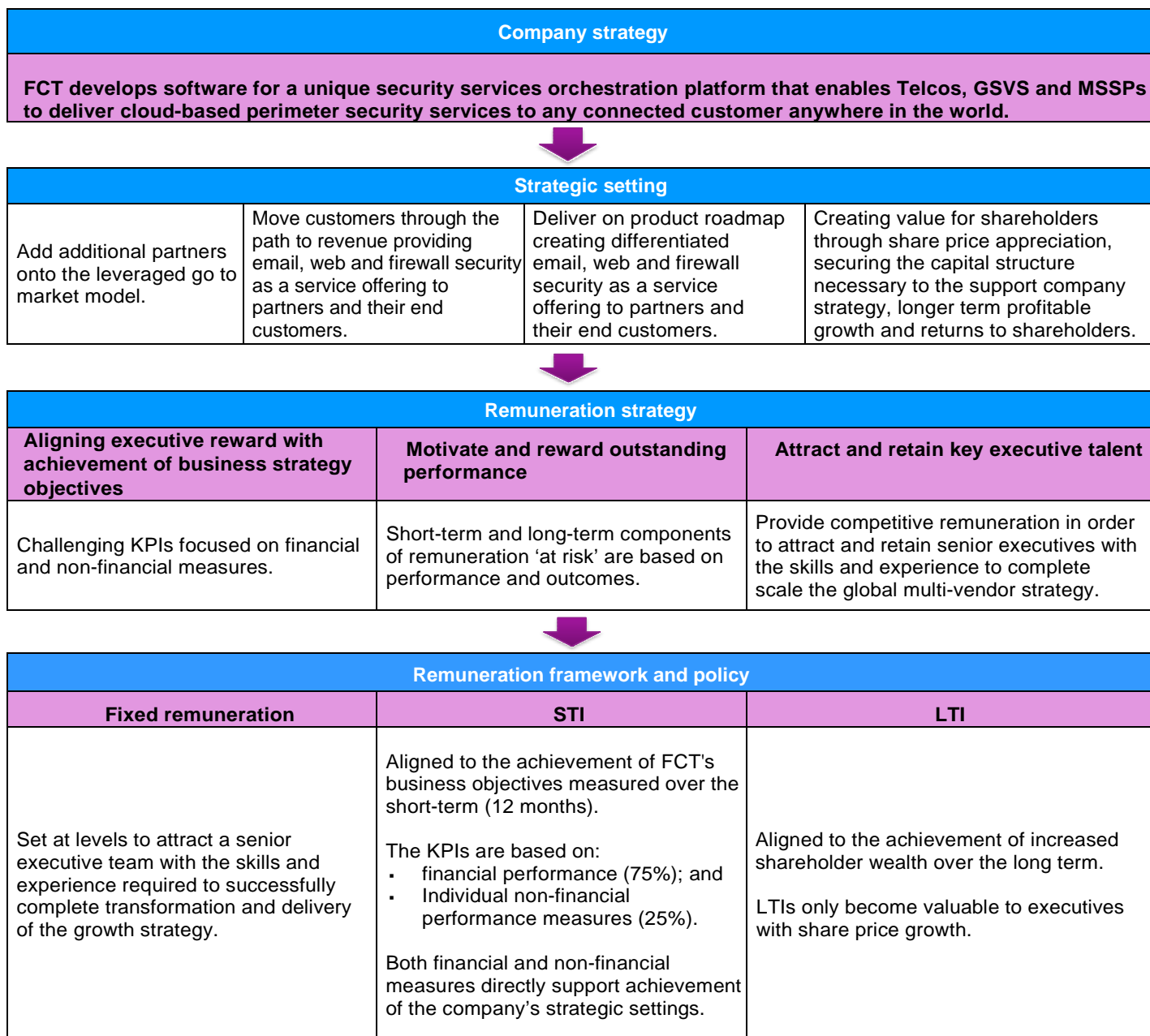
The Board has established a Remuneration Framework that supports and drives the achievement of the company strategy. The Board is confident that remuneration of the CEO and senior executives is aligned with shareholder interests. FCT is a business that is heavily focused on KPIs and rewards its people at all levels on achievement of those KPIs.

8.1 Remuneration principles

The key principles on which the FCT Remuneration Framework is based are:

| | |
|----------------------------|--|
| Competitive | <ul style="list-style-type: none">• Remuneration position at the appropriate level relative to the market to be competitive and attract, retain and reward employees |
| Equitable and motivational | <ul style="list-style-type: none">• Employees in similar roles, making similar contributions, with similar performance, receive similar rewards• Motivates employees to deliver business results• Differentiates, but is fair and equitable in its application |
| Linked to performance | <ul style="list-style-type: none">• Directly links individual and company performance to remuneration outcomes• Employees understand what results need to be achieved• Provides an integrated remuneration and performance system framework |
| Aligned | <ul style="list-style-type: none">• Align remuneration and incentive outcomes with business goals and results• Support the completion of the transformation and delivery of the growth strategy• Withstand external scrutiny |
| Straightforward | <ul style="list-style-type: none">• Understood by all stakeholders and employees |

The diagram below shows how the remuneration framework aligns remuneration with the company strategy and ultimately underpins sustainable long-term wealth creation for shareholders:



9. Statutory remuneration tables

The following table of NEDs and senior executive remuneration has been prepared in accordance with accounting standards and the Corporations Act 2001 requirements. The amounts shown are equal to the amounts expensed in the company's financial statements. It should be noted that the STI value is the amount paid during the reporting period (i.e. In respect of FY2018 performance) as required by statute, and FY2019 awards are disclosed above.

The option value presented relates to the application of AASB 2 'Share-based payments' and may differ from the values presented elsewhere in this report to which AASB2 is not relevant. Note that the option value in this table is a theoretical valuation and the options only have value if the share price is above the exercise price which ranges from \$0.44 to \$0.67.

Details of the remuneration of KMP of the consolidated entity are set out in the following tables:

| | Short-term benefits | | Post-employment benefits | Long-term benefits | Short-term benefits | Long-term benefits | |
|---------------------------|----------------------|-------|--------------------------|--------------------|-----------------------------|--------------------|-----------|
| | Cash salary and fees | Other | Super-annuation | Long service leave | Bonus or equity-settled STI | Equity-settled LTI | Total |
| 2019 | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| <i>NEDs:</i> | | | | | | | |
| S Saba | 96,000 | - | - | - | - | 42,293 | 138,293 |
| S Lidgett | 48,000 | - | 4,560 | - | - | - | 52,560 |
| P MacRae | 48,000 | - | - | - | - | - | 48,000 |
| S Moore | 58,000 | - | 5,510 | - | - | 3,037 | 66,547 |
| A Kelton | 30,250 | - | - | - | - | - | 30,250 |
| E Keating | 2,190 | - | - | - | - | - | 2,190 |
| <i>Senior executives:</i> | | | | | | | |
| D Kirton | 333,846 | - | 25,000 | - | 44,138 | 217,263 | 620,247 |
| N Pollock | 312,601 | - | 21,778 | - | 40,000 | 169,173 | 543,552 |
| S Ryan | 270,846 | - | 23,474 | 16,767 | 30,000 | 20,600 | 361,687 |
| J Singh* | 53,260 | - | 4,524 | - | 4,400 | 25,189 | 87,373 |
| | 1,252,993 | - | 84,846 | 16,767 | 118,538 | 477,555 | 1,950,699 |

* J Singh was appointed CFO on 11 April 2019.

| | Short-term benefits | | Post-employment benefits | Long-term benefits | Short-term benefits | Long-term benefits | |
|---------------------------|----------------------|---------|--------------------------|--------------------|-----------------------------|--------------------|-----------|
| | Cash salary and fees | Other | Super-annuation | Long service leave | Bonus or equity-settled STI | Equity-settled LTI | Total |
| 2018 | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| <i>NEDs:</i> | | | | | | | |
| S Saba | 34,000 | - | - | - | - | - | 34,000 |
| S Lidgett | 48,000 | - | 4,560 | - | - | - | 52,560 |
| P MacRae | 48,000 | - | - | - | - | - | 48,000 |
| S Moore | 58,000 | - | 5,510 | - | - | 11,024 | 74,534 |
| A Kelton* | 150,000 | - | - | - | - | 135,347 | 285,347 |
| E Keating | 48,000 | - | 4,560 | - | - | - | 52,560 |
| D Garnier | 20,000 | - | 1,900 | - | - | - | 21,900 |
| <i>Senior executives:</i> | | | | | | | |
| D Kirton | 260,000 | - | 24,700 | - | 25,000 | 14,119 | 323,819 |
| N Pollock** | 175,000 | - | 12,192 | - | 20,000 | - | 207,192 |
| S Ryan | 216,724 | - | 20,589 | 4,145 | 20,000 | 51,358 | 312,816 |
| S O'Brien*** | 24,012 | 170,000 | 19,238 | - | - | - | 213,250 |
| | 1,081,736 | 170,000 | 93,249 | 4,145 | 65,000 | 211,848 | 1,625,978 |

* A Kelton remuneration included consulting fees of \$30,000.

** N Pollock joined the company on 1 December 2017.

*** S O'Brien resigned as Managing Director on 26 September 2017. Other represents termination payment of \$170,000.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

| Name | Fixed remuneration %of TRP | | STI %of TRP | | LTI %of TRP | |
|---------------------------|----------------------------|------|-------------|------|-------------|------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| <i>Senior executives:</i> | | | | | | |
| D Kirton | 58% | 88% | 7% | 8% | 35% | 4% |
| N Pollock | 62% | 90% | 7% | 10% | 31% | - |
| S Ryan | 86% | 78% | 8% | 6% | 6% | 16% |
| J Singh | 66% | - | 5% | - | 29% | - |
| S O'Brien | - | 100% | - | - | - | - |

10. Changes in KMP held equity and future costs

The following tables summarises changes in NED and executive KMP held equity due to purchase, sale, granting, vesting, exercise, forfeiture, etc, during the reporting period:

Shareholding

| | Balance at the start of the year | Received as part of remuneration | Purchased/ Other | Disposals/ other | Balance at the end of the year |
|------------------------|----------------------------------|----------------------------------|------------------|------------------|--------------------------------|
| <i>Ordinary shares</i> | | | | | |
| S Saba | 340,909 | - | 535,714 | - | 876,623 |
| S Lidgett | 19,654,847 | - | - | (642,857) | 19,011,990 |
| P MacRae | 1,634,888 | - | 410,714 | - | 2,045,602 |
| S Moore | 2,100,000 | - | 2,258,386 | - | 4,358,386 |
| E Keating* | 6,591,427 | - | - | (6,591,427) | - |
| A Kelton** | 1,115,625 | - | - | (1,115,625) | - |
| D Kirton | - | - | 142,857 | - | 142,857 |
| S Ryan | 4,615,000 | - | 178,571 | - | 4,793,571 |
| | 36,052,696 | - | 3,526,242 | (8,349,909) | 31,229,029 |

* Disposal/others represents 6,591,427 shares held at resignation date.

** Disposal/others represents 1,115,625 shares held at resignation date.

Option holding

| | Balance at the start of the year | Granted | Exercised | Expired/ forfeited/ other | Balance at the end of the year |
|-------------------------------------|----------------------------------|------------|-----------|---------------------------|--------------------------------|
| <i>Options over ordinary shares</i> | | | | | |
| S Saba | - | 1,000,000 | - | - | 1,000,000 |
| S Lidgett | 1,200,000 | - | - | - | 1,200,000 |
| P MacRae | 1,200,000 | - | - | - | 1,200,000 |
| S Moore | 1,000,000 | - | - | - | 1,000,000 |
| E Keating** | 1,200,000 | - | - | (1,200,000) | - |
| A Kelton* | 4,200,000 | - | - | (4,200,000) | - |
| D Kirton | 1,000,000 | 4,998,000 | - | - | 5,998,000 |
| S Ryan | 1,500,000 | - | - | - | 1,500,000 |
| N Pollock | - | 4,000,000 | - | - | 4,000,000 |
| J Singh*** | 250,000 | 1,500,000 | - | - | 1,750,000 |
| | 11,550,000 | 11,498,000 | - | (5,400,000) | 17,648,000 |

* Disposal/others for A Kelton represents 1,200,000 options held at resignation date and 3,000,000 options forfeited during the year.

** Disposal/others for E Keating represents 1,200,000 options held at resignation date.

*** Balance at the start of the year represents options held by J Singh on the date of appointment as KMP.

The share option plan is subject to participants meeting service conditions (continuous employment with the consolidated entity) at the vesting date. There are no performance conditions.

Options granted carry no dividend or voting rights.

The following table outlines the minimum and maximum future values that may be expensed in relation to outstanding variable remuneration granted during the reporting period and outstanding as at the end of the reporting period (in satisfaction of Corporations Regulation 2m.3.03 12h) in respect of both NEDs and executives.

| Name | Tranche | Total value at grant \$ | Value expensed in FY2019 \$ | Max value to be expensed in future years \$ | Min value to be expensed in future years \$ |
|-----------|-------------------|----------------------------|--------------------------------|--|--|
| S Saba | 1,000,000 | 75,733 | 42,293 | 33,440 | - |
| D Kirton | 4,998,000 | 378,515 | 211,382 | 167,133 | - |
| N Pollock | 4,000,000 | 302,933 | 169,173 | 133,760 | - |
| J Singh | 1,500,000 | 192,300 | 109,927 | 82,373 | - |
| | <u>11,498,000</u> | <u>949,481</u> | <u>532,775</u> | <u>416,706</u> | <u>-</u> |

11. Other remuneration related matters including use of remuneration consultants

11.1 Loans to KMP

There is an outstanding loan to Simon Ryan as at 30 June 2019 amounted to \$221,520. Interest is charged on the outstanding balance at 4.5% per annum. During the year ended 30 June 2019, interest of \$13,296 was received from Simon Ryan (2018: \$16,620) in respect of this loan.

11.2 Impact of Board discretion on KMP remuneration

The Board did not exercise any discretion during or following the reporting period that had any impact on KMP remuneration, other than those already noted such as in the case of the assessment of individual performance factors.

11.3 External remuneration consultant advice

During the reporting period, the Board engaged an external remuneration consultant ('ERC') to provide KMP remuneration recommendations.

The Board sought the support of GRG to provide advice on the appropriateness of KMP remuneration in the company's circumstances, including quantum and mix of remuneration elements. GRG was also engaged for the preparation of this remuneration report, however, this activity is not classifiable as KMP remuneration advice or recommendations. No amount was paid during the reporting period and the due amounts were subject to finalisation at the time of preparing this report, however, the amounts paid in respect of both activities will be disclosed in the FY2020 remuneration report as required.

It is the Board's view that the advice received from GRG was independent, because the advice was provided directly to a NED and the consultant involved provided assurance, they were not influenced by management in preparing the advice.


This concludes the remuneration report, which has been audited.

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

On behalf of the directors



Sam Saba
Director



Simon Moore
Director

30 August 2019
Sydney

Auditor's Independence Declaration

To the Directors of Firstwave Cloud Technology Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Firstwave Cloud Technology Limited for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



C F Farley
Partner – Audit & Assurance

Sydney, 30 August 2019

Firstwave Cloud Technology Limited
Contents
30 June 2019

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General information

The financial statements cover Firstwave Cloud Technology Limited (referred to as the 'company' or 'parent') as a consolidated entity consisting of Firstwave Cloud Technology Limited and the entities it controlled at the end of, or during, the year (referred to as the 'consolidated entity'). The financial statements are presented in Australian dollars, which is Firstwave Cloud Technology Limited's functional and presentation currency.

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

Level 10, 132 Arthur Street
North Sydney, NSW 2060
Australia

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 August 2019. The directors have the power to amend and reissue the financial statements.

Firstwave Cloud Technology Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2019

| | Note | Consolidated 2019 \$ | 2018 \$ |
|--|-------------|---|--------------------------|
| Revenue | | | |
| Sales revenue | 4 | 8,831,731 | 7,817,128 |
| Cost of sales | 6 | (3,847,376) | (3,486,040) |
| Gross profit | | 4,984,355 | 4,331,088 |
| Other income | 5 | 799,899 | 613,247 |
| Interest revenue calculated using the effective interest method | | 56,165 | 60,178 |
| Expenses | | | |
| Sales and marketing | | (6,867,873) | (3,816,082) |
| Engineering and development | | (4,079,335) | (4,016,111) |
| General and administration | | (5,856,945) | (4,746,533) |
| Finance costs | 6 | (43,603) | (19,043) |
| Total expenses | | (16,847,756) | (12,597,769) |
| Loss before income tax expense | | (11,007,337) | (7,593,256) |
| Income tax expense | 7 | - | (1,124,130) |
| Loss after income tax expense for the year attributable to the owners of Firstwave Cloud Technology Limited | | (11,007,337) | (8,717,386) |
| Other comprehensive income | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| Foreign currency translation | | (4,526) | - |
| Other comprehensive income for the year, net of tax | | (4,526) | - |
| Total comprehensive income for the year attributable to the owners of Firstwave Cloud Technology Limited | | (11,011,863) | (8,717,386) |
| | | Cents | Cents |
| Basic earnings per share | 32 | (4.46) | (4.45) |
| Diluted earnings per share | 32 | (4.46) | (4.45) |

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

Firstwave Cloud Technology Limited
Statement of financial position
As at 30 June 2019

| | Note | Consolidated 2019 \$ | 2018 \$ |
|--------------------------------|-------------|-------------------------------------|---------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | 8 | 8,061,168 | 5,782,873 |
| Trade and other receivables | 9 | 1,029,353 | 2,270,819 |
| Other | 12 | 1,293,821 | 1,285,574 |
| Total current assets | | <u>10,384,342</u> | <u>9,339,266</u> |
| Non-current assets | | | |
| Property, plant and equipment | 10 | 427,494 | 599,761 |
| Intangibles | 11 | 4,568,979 | 3,121,073 |
| Other | 12 | 563,987 | 614,111 |
| Total non-current assets | | <u>5,560,460</u> | <u>4,334,945</u> |
| Total assets | | <u>15,944,802</u> | <u>13,674,211</u> |
| Liabilities | | | |
| Current liabilities | | | |
| Trade and other payables | 13 | 2,596,317 | 2,862,311 |
| Contract liabilities | 14 | 3,553,775 | - |
| Employee benefits | 15 | 832,858 | 661,550 |
| Borrowings | 16 | 4,478 | 87,139 |
| Other | 18 | 240,759 | 2,132,531 |
| Total current liabilities | | <u>7,228,187</u> | <u>5,743,531</u> |
| Non-current liabilities | | | |
| Contract liabilities | 14 | 691,817 | - |
| Employee benefits | 15 | 95,728 | 71,866 |
| Provisions | 17 | 152,649 | 152,649 |
| Other | 18 | 767,061 | 1,969,912 |
| Total non-current liabilities | | <u>1,707,255</u> | <u>2,194,427</u> |
| Total liabilities | | <u>8,935,442</u> | <u>7,937,958</u> |
| Net assets | | <u>7,009,360</u> | <u>5,736,253</u> |
| Equity | | | |
| Issued capital | 19 | 36,506,677 | 25,231,669 |
| Reserves | 20 | 2,736,492 | 1,731,056 |
| Accumulated losses | | <u>(32,233,809)</u> | <u>(21,226,472)</u> |
| Total equity | | <u>7,009,360</u> | <u>5,736,253</u> |

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

Firstwave Cloud Technology Limited
Statement of changes in equity
For the year ended 30 June 2019

| Consolidated | Issued capital \$ | Reserves \$ | Accumulated losses \$ | Total equity \$ |
|--|----------------------------------|------------------------|--------------------------------------|----------------------------|
| Balance at 1 July 2017 | 15,773,846 | 1,621,813 | (12,509,086) | 4,886,573 |
| Loss after income tax expense for the year | - | - | (8,717,386) | (8,717,386) |
| Other comprehensive income for the year, net of tax | - | - | - | - |
| Total comprehensive income for the year | - | - | (8,717,386) | (8,717,386) |
| <i>Transactions with owners in their capacity as owners:</i> | | | | |
| Contributions of equity, net of transaction costs (note 19) | 9,457,823 | - | - | 9,457,823 |
| Share-based payments (note 33) | - | 109,243 | - | 109,243 |
| Balance at 30 June 2018 | <u>25,231,669</u> | <u>1,731,056</u> | <u>(21,226,472)</u> | <u>5,736,253</u> |
| Consolidated | Issued capital \$ | Reserves \$ | Accumulated losses \$ | Total equity \$ |
| Balance at 1 July 2018 | 25,231,669 | 1,731,056 | (21,226,472) | 5,736,253 |
| Loss after income tax expense for the year | - | - | (11,007,337) | (11,007,337) |
| Other comprehensive income for the year, net of tax | - | (4,526) | - | (4,526) |
| Total comprehensive income for the year | - | (4,526) | (11,007,337) | (11,011,863) |
| <i>Transactions with owners in their capacity as owners:</i> | | | | |
| Contributions of equity, net of transaction costs (note 19) | 11,275,008 | - | - | 11,275,008 |
| Share-based payments (note 33) | - | 1,009,962 | - | 1,009,962 |
| Balance at 30 June 2019 | <u>36,506,677</u> | <u>2,736,492</u> | <u>(32,233,809)</u> | <u>7,009,360</u> |

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

Firstwave Cloud Technology Limited
Statement of cash flows
For the year ended 30 June 2019

| | Note | Consolidated 2019 \$ | 2018 \$ |
|--|-------------|-------------------------------------|--------------------|
| Cash flows from operating activities | | | |
| Receipts from customers (inclusive of GST) | | 12,040,951 | 10,481,554 |
| Payments to suppliers and employees (inclusive of GST) | | (19,335,535) | (14,664,835) |
| Interest received | | 56,165 | 57,904 |
| Other income | | 961,646 | 613,247 |
| Interest and other finance costs paid | | (69,047) | (19,043) |
| Net cash used in operating activities | 31 | (6,345,820) | (3,531,173) |
| Cash flows from investing activities | | | |
| Payments for property, plant and equipment | | (66,821) | (149,060) |
| Payments for intangibles | | (2,501,411) | (1,556,369) |
| Net cash used in investing activities | | (2,568,232) | (1,705,429) |
| Cash flows from financing activities | | | |
| Proceeds from issue of shares | 19 | 11,822,000 | 10,139,995 |
| Share issue transaction costs | 19 | (546,992) | (682,172) |
| Repayment of borrowings | | (82,661) | (200,237) |
| Net cash from financing activities | | 11,192,347 | 9,257,586 |
| Net increase in cash and cash equivalents | | 2,278,295 | 4,020,984 |
| Cash and cash equivalents at the beginning of the financial year | | 5,782,873 | 1,761,889 |
| Cash and cash equivalents at the end of the financial year | 8 | <u>8,061,168</u> | <u>5,782,873</u> |

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

Note 1. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

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

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

The following Accounting Standards and Interpretations adopted during the year are most relevant to the consolidated entity:

AASB 9 Financial Instruments

The consolidated entity has adopted AASB 9 from 1 July 2018. The standard introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. New impairment requirements use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment is measured using a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. For receivables, a simplified approach to measuring expected credit losses using a lifetime expected loss allowance is available.

AASB 15 Revenue from Contracts with Customers

The consolidated entity has adopted AASB 15 from 1 July 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

Impact of adoption

The consolidated entity has adopted Accounting Standards AASB 9 and AASB 15 for the year ended 30 June 2019. The Accounting Standards were adopted from 1 July 2018 using transitional rules that allow for comparatives not be restated. The adoption of AASB 9 and AASB 15 did not result in any change to the opening net assets or the opening retained earnings as at 1 July 2018.

The adoption of these Accounting Standards and Interpretations resulted in the following adjustments:

- interest revenue is now shown separately on the face of the statement of profit or loss and other comprehensive income; and
- Income received in advance has been reclassified from other liabilities to contract liabilities on the face of the statement of financial position.

Going concern

Based on its current commitments, the consolidated entity has sufficient funds to meet its debts as and when they fall due. Accordingly, the financial report has been prepared on a going concern basis.

The directors determined that the use of the going concern basis of accounting is appropriate in preparing the financial report. The assessment of going concern is based on cash flow projections. The preparation of these projections incorporate a number of assumptions and judgements, and the directors have concluded that the range of possible outcomes considered in arriving at this judgement does not give rise to a material uncertainty casting significant doubt on the consolidated entity's ability to continue as a going concern.

Basis of preparation

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

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Note 1. Significant accounting policies (continued)

Critical accounting estimates

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

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 29.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Firstwave Cloud Technology Limited ('company' or 'parent entity') as at 30 June 2019 and the results of all subsidiaries for the year then ended. Firstwave Cloud Technology Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

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

Foreign currency translation

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

Foreign currency transactions

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

Revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Note 1. Significant accounting policies (continued)

Licensing and support revenue

Recognition of licensing and support revenue commences upon provisioning of the contracted service. Provisioning entails the setting up of the customer on the entity's infrastructure and the rendering of prescribed professional services to the customer to enable the provision of the contracted service. As licensing is subscription based, license revenue and the related support service revenue is recognised over the term of the contract, commencing on the date of service activation.

Professional services revenue

Fully managed services are recognised at a point in time on a monthly basis as soon as a service is provisioned, in accordance with customer contracts. Professional services are recognised on a milestone basis as per agreed terms and conditions in customer contracts and at least to the extent of recoverable costs incurred to date.

Interest

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

Government grants

Government grants are recognised at fair value where there is a reasonable certainty that the grant will be received upon meeting all grant terms and conditions. Grants that are meant to fund expenditure on research and development are recognised over the periods when these costs are written off to profit or loss. Grants related to assets are carried forward as deferred income at fair value and are credited to other income over the expected useful life of the asset on a straight line basis.

Prepayments

Prepayments are largely made up of back to back cost of licenses procured from upstream security vendors/channel partners. These prepayments are charged to profit and loss over a term that is between 12 and 48 months, co-terming with related license revenue recognised per revenue recognition policy stated above.

Income tax

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

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

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

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

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

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

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

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

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

Note 1. Significant accounting policies (continued)

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

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

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Other financial assets

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

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the asset is derecognised or impaired.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight line basis to write off the net cost of each item of property, plant and equipment over their expected useful lives as follows:

| | |
|------------------------|-----------|
| Leasehold improvements | 3 years |
| Furniture and fittings | 5 years |
| Computer equipment | 3-5 years |
| Computer platform | 2-3 years |

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Note 1. Significant accounting policies (continued)

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Intangible assets

Intangible assets acquired are initially recognised at cost. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Capitalised development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development (including those arising from the development phase of an internal project) are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the internal development; and their costs can be measured reliably.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite useful lives of 5 years.

Patents

Significant costs associated with patents are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful lives of 5 years.

Information systems

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

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

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

Trade and other payables

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

Contract liabilities

Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Borrowings

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

Finance costs

Finance costs are expensed in the period in which they are incurred.

Note 1. Significant accounting policies (continued)

Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

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

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

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

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment.

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

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

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

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

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

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Note 1. Significant accounting policies (continued)

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital

Ordinary shares are classified as equity.

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

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

Goods and Services Tax ('GST') and other similar taxes

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2019. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The impact of adoption of this standard as at 1 July 2019, using the modified retrospective approach, will result in the recognition of a right-of-use asset of approximately \$757,484 and recognition of lease liability amounting to \$950,419. The consolidated entity will also derecognise the opening balance of accrued lease provision amounting to \$192,935 which was provided under the previous accounting standards. As a result there is no net impact on retained earnings.

Note 1. Significant accounting policies (continued)

New Conceptual Framework for Financial Reporting

A revised Conceptual Framework for Financial Reporting has been issued by the AASB and is applicable for annual reporting periods beginning on or after 1 January 2020. This release impacts for-profit private sector entities that have public accountability that are required by legislation to comply with Australian Accounting Standards and other for-profit entities that voluntarily elect to apply the Conceptual Framework. Phase 2 of the framework is yet to be released which will impact for-profit private sector entities. The application of new definition and recognition criteria as well as new guidance on measurement will result in amendments to several accounting standards. The issue of AASB 2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework, also applicable from 1 January 2020, includes such amendments. Where the consolidated entity has relied on the conceptual framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under Australian Accounting Standards, the consolidated entity may need to revisit such policies. The consolidated entity will apply the revised conceptual framework from 1 July 2020 and is yet to assess its impact.

Note 2. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Capitalised development costs

Distinguishing the research and development phases of a new customised product 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.

Estimation of useful lives of assets

The consolidated entity 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 the previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets

The consolidated entity assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

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

Note 3. Operating segments

Identification of reportable operating segments

The consolidated entity's operating segments are based on the internal reports that are reviewed and used by the Chief Executive Officer and the Board of Directors (being the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. Prior period information has also been appropriately rearranged to reflect segmental performance to facilitate comparison.

Note 3. Operating segments (continued)

The CODM reviews segment revenue and consolidated adjusted EBITDA (earnings before interest, tax, depreciation and amortisation, excluding non-cash share-based payments expenses). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements. The information reported to the CODM is on a monthly basis.

The CODM does not review segment assets and liabilities.

Types of products and services

The consolidated entity is organised into two operating segments as follows:

| | |
|---------------|--|
| Australia | A geographical segment to identify development and sale of internet security software in the domestic market. |
| International | A geographical segment to identify development and sale of internet security software in the international market. |

Major customers

During the year ended 30 June 2019, there was one major external customer (2018: one customer) where revenue exceeded 10% of the consolidated revenue. Total revenue from the customer for the year ended 30 June 2019 amounted to \$8,612,612 (2018: \$7,598,771).

Operating segment information

| | Australia | International | Total |
|---------------------------------------|------------------|---------------|---------------------|
| | \$ | \$ | \$ |
| Consolidated - 2019 | | | |
| Revenue | | | |
| Sales to external customers | 8,817,796 | 13,935 | 8,831,731 |
| Interest revenue | 56,165 | - | 56,165 |
| Total revenue | 8,873,961 | 13,935 | 8,887,896 |
| Adjusted EBITDA | | | (8,717,344) |
| Depreciation and amortisation | | | (1,292,593) |
| Interest revenue | | | 56,165 |
| Finance costs | | | (43,603) |
| Other non-cash expenses | | | (1,009,962) |
| Loss before income tax expense | | | (11,007,337) |
| Income tax expense | | | - |
| Loss after income tax expense | | | (11,007,337) |
| | Australia | International | Total |
| | \$ | \$ | \$ |
| Consolidated - 2018 | | | |
| Revenue | | | |
| Sales to external customers | 7,817,128 | - | 7,817,128 |
| Interest revenue | 60,178 | - | 60,178 |
| Total revenue | 7,877,306 | - | 7,877,306 |
| Adjusted EBITDA | | | (6,303,341) |
| Depreciation and amortisation | | | (1,221,807) |
| Interest revenue | | | 60,178 |
| Finance costs | | | (19,043) |
| Other non-cash expenses | | | (109,243) |
| Loss before income tax expense | | | (7,593,256) |
| Income tax expense | | | (1,124,130) |
| Loss after income tax expense | | | (8,717,386) |

Note 4. Revenue from contracts with customers

| | Consolidated | |
|-------------------------------|---------------------|------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Licensing and support revenue | 8,531,088 | 7,484,057 |
| Professional services revenue | 300,643 | 333,071 |
| Total revenue | <u>8,831,731</u> | <u>7,817,128</u> |

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

| | Consolidated | |
|--------------------------------------|---------------------|------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Timing of revenue recognition</i> | | |
| Licensing: over time | 5,029,544 | 4,491,846 |
| Support: over time | 3,501,544 | 2,992,211 |
| Professional services: point in time | 300,643 | 333,071 |
| | <u>8,831,731</u> | <u>7,817,128</u> |

Revenue from external customers by geographic regions is set out in note 3.

Note 5. Other income

| | Consolidated | |
|--|---------------------|----------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Research and development grant income* | 730,761 | 611,166 |
| Other income | 69,138 | 2,081 |
| Other income | <u>799,899</u> | <u>613,247</u> |

*There are no unfulfilled conditions or other contingencies attached to the grant. The consolidated entity did not benefit directly from any other government assistance.

Note 6. Expenses

| | Consolidated 2019 \$ | 2018 \$ |
|--|----------------------------|------------|
| Loss before income tax includes the following specific expenses: | | |
| <i>Cost of sales</i> | | |
| Cost of licenses | 3,847,376 | 3,486,040 |
| <i>Depreciation</i> | | |
| Leasehold improvements | 167,224 | 170,418 |
| Furniture and fittings | - | 4,375 |
| Computer equipment | 70,065 | 80,447 |
| Computer platform | 1,799 | 7,950 |
| Total depreciation | 239,088 | 263,190 |
| <i>Amortisation</i> | | |
| Capitalised development costs | 1,027,332 | 936,309 |
| Patents | 26,173 | 22,308 |
| Total amortisation | 1,053,505 | 958,617 |
| Total depreciation and amortisation | 1,292,593 | 1,221,807 |
| <i>Finance costs</i> | | |
| Interest and finance charges paid/payable | 43,603 | 19,043 |
| <i>Net foreign exchange variance</i> | | |
| Net foreign exchange variance | 275,198 | (3,840) |
| <i>Rental expense relating to operating leases</i> | | |
| Minimum lease payments | 448,684 | 343,168 |
| <i>Employee benefit expenses</i> | | |
| Employee salaries and other benefits | 10,878,728 | 8,182,737 |
| Defined contribution superannuation expense | 654,047 | 531,156 |
| Share-based payments expenses | 1,009,962 | 109,244 |
| Total Employee benefit expenses | 12,542,737 | 8,823,137 |

Note 7. Income tax expense

| | Consolidated | |
|--|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Income tax expense</i> | | |
| Deferred tax - origination and reversal of temporary differences | - | 1,124,130 |
| Aggregate income tax expense | - | 1,124,130 |
| Deferred tax included in income tax expense comprises: | | |
| Decrease in deferred tax assets | - | 1,124,130 |
| <i>Numerical reconciliation of income tax expense and tax at the statutory rate</i> | | |
| Loss before income tax expense | (11,007,337) | (7,593,256) |
| Tax at the statutory tax rate of 27.5% | (3,027,018) | (2,088,145) |
| Tax effect amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Amortisation of intangibles | 282,516 | 257,485 |
| Entertainment expenses | 13,567 | 13,566 |
| Non-deductible research and development incentive expenditure | 832,768 | 587,497 |
| Development costs | (640,464) | (421,751) |
| Deferred income | (200,959) | (167,394) |
| Sundry items | - | 51,779 |
| | (2,739,590) | (1,766,963) |
| Tax losses not recognised (including reversal of previously recognised tax losses) | 2,328,158 | 2,861,051 |
| Current year temporary differences not recognised | 411,432 | 30,042 |
| Income tax expense | - | 1,124,130 |

| | Consolidated | |
|---|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Tax losses not recognised</i> | | |
| Unused tax losses for which no deferred tax asset has been recognised | 8,599,145 | 9,936,900 |
| Potential tax benefit at statutory tax rates | 2,364,765 | 2,732,648 |

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 8. Cash and cash equivalents

| | Consolidated | |
|-----------------|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Cash at bank | 8,061,168 | 5,282,873 |
| Cash on deposit | - | 500,000 |
| | 8,061,168 | 5,782,873 |

Note 9. Trade and other receivables

| | Consolidated | |
|--|-------------------------|-------------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Trade receivables | 572,697 | 1,706,880 |
| Less: Allowance for expected credit losses | (49,808) | (22,206) |
| | <u>522,889</u> | <u>1,684,674</u> |
| Accrued revenue | - | 45,248 |
| Other receivables | 11,179 | 319,377 |
| Receivable from key management personnel | 221,520 | 221,520 |
| BAS receivable | <u>273,765</u> | <u>-</u> |
| | <u><u>1,029,353</u></u> | <u><u>2,270,819</u></u> |

Allowance for expected credit losses

The consolidated entity has recognised a loss of \$49,808 (2018: \$nil) in profit or loss in respect of impairment of receivables for the year ended 30 June 2019.

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

| | Expected credit loss rate | Carrying amount | Allowance for expected credit losses |
|------------------------|----------------------------------|------------------------|---|
| Consolidated | 2019 | 2019 | 2019 |
| | % | \$ | \$ |
| Not overdue | - | 471,360 | - |
| 0 to 3 months overdue | 3.960% | 18,283 | 724 |
| 3 to 6 months overdue | 15.000% | 18,735 | 2,810 |
| 6 to 12 months overdue | 30.000% | 25,779 | 7,734 |
| Over 12 months overdue | 100.000% | <u>38,540</u> | <u>38,540</u> |
| | | <u><u>572,697</u></u> | <u><u>49,808</u></u> |

Movements in the allowance for expected credit losses are as follows:

| | Consolidated | |
|--|----------------------|----------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Opening balance | 22,206 | 22,206 |
| Additional provisions recognised | 49,808 | - |
| Receivables written off during the year as uncollectable | <u>(22,206)</u> | <u>-</u> |
| Closing balance | <u><u>49,808</u></u> | <u><u>22,206</u></u> |

Note 10. Property, plant and equipment

| | Consolidated | |
|----------------------------------|-----------------------|-----------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Leasehold improvements - at cost | 800,159 | 800,159 |
| Less: Accumulated depreciation | <u>(453,893)</u> | <u>(286,669)</u> |
| | <u>346,266</u> | <u>513,490</u> |
| Furniture and fittings - at cost | 16,592 | 16,592 |
| Less: Accumulated depreciation | <u>(16,592)</u> | <u>(16,592)</u> |
| | <u>-</u> | <u>-</u> |
| Computer equipment - at cost | 429,850 | 791,259 |
| Less: Accumulated depreciation | <u>(354,417)</u> | <u>(707,802)</u> |
| | <u>75,433</u> | <u>83,457</u> |
| Computer platform - at cost | 242,618 | 237,838 |
| Less: Accumulated depreciation | <u>(236,823)</u> | <u>(235,024)</u> |
| | <u>5,795</u> | <u>2,814</u> |
| | <u><u>427,494</u></u> | <u><u>599,761</u></u> |

Reconciliations

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

| Consolidated | Leasehold improvements \$ | Furniture and fittings \$ | Computer equipment \$ | Computer platform \$ | Total \$ |
|-------------------------|--|--|--------------------------------------|-------------------------------------|-----------------------|
| Balance at 1 July 2017 | 580,606 | 4,375 | 119,678 | 9,232 | 713,891 |
| Additions | 103,302 | - | 44,226 | 1,532 | 149,060 |
| Depreciation expense | <u>(170,418)</u> | <u>(4,375)</u> | <u>(80,447)</u> | <u>(7,950)</u> | <u>(263,190)</u> |
| Balance at 30 June 2018 | 513,490 | - | 83,457 | 2,814 | 599,761 |
| Additions | - | - | 62,041 | 4,780 | 66,821 |
| Depreciation expense | <u>(167,224)</u> | <u>-</u> | <u>(70,065)</u> | <u>(1,799)</u> | <u>(239,088)</u> |
| Balance at 30 June 2019 | <u><u>346,266</u></u> | <u><u>-</u></u> | <u><u>75,433</u></u> | <u><u>5,795</u></u> | <u><u>427,494</u></u> |

Property, plant and equipment secured under finance leases

Refer to note 26 for further information on property, plant and equipment secured under finance leases.

Note 11. Intangibles

| | Consolidated | |
|---|-------------------------|-------------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Capitalised development costs - at cost | 12,336,080 | 10,168,100 |
| Less: Accumulated amortisation | (8,132,815) | (7,105,483) |
| | <u>4,203,265</u> | <u>3,062,617</u> |
| Patents - at cost | 141,250 | 121,888 |
| Less: Accumulated amortisation | (89,605) | (63,432) |
| | <u>51,645</u> | <u>58,456</u> |
| Information systems (under development) - at cost | <u>314,069</u> | <u>-</u> |
| | <u><u>4,568,979</u></u> | <u><u>3,121,073</u></u> |

Reconciliations

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

| Consolidated | Capitalised development \$ | Patents \$ | Information systems \$ | Total \$ |
|-------------------------|---|-----------------------|---------------------------------------|-------------------------|
| Balance at 1 July 2017 | 2,467,020 | 56,301 | - | 2,523,321 |
| Additions | 1,531,906 | 24,463 | - | 1,556,369 |
| Amortisation expense | (936,309) | (22,308) | - | (958,617) |
| Balance at 30 June 2018 | 3,062,617 | 58,456 | - | 3,121,073 |
| Additions | 2,167,980 | 19,362 | 314,069 | 2,501,411 |
| Amortisation expense | (1,027,332) | (26,173) | - | (1,053,505) |
| Balance at 30 June 2019 | <u><u>4,203,265</u></u> | <u><u>51,645</u></u> | <u><u>314,069</u></u> | <u><u>4,568,979</u></u> |

Note 12. Other

| | Consolidated | |
|---------------------------|-------------------------|-------------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current assets</i> | | |
| Prepayments | 1,160,045 | 1,151,348 |
| Security deposits | 133,776 | 133,776 |
| Other deposits | - | 450 |
| | <u>1,293,821</u> | <u>1,285,574</u> |
| <i>Non-current assets</i> | | |
| Prepayments | <u>563,987</u> | <u>614,111</u> |
| | <u><u>1,857,808</u></u> | <u><u>1,899,685</u></u> |

Note 13. Trade and other payables

| | Consolidated | |
|----------------------------|---------------------|------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current liabilities</i> | | |
| Trade payables | 765,109 | 1,215,867 |
| Accrued expenses | 1,831,208 | 1,646,444 |
| | <u>2,596,317</u> | <u>2,862,311</u> |

Refer to note 22 for further information on financial instruments.

Note 14. Contract liabilities

| | Consolidated | |
|--------------------------------|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current liabilities</i> | | |
| Contract liabilities | 3,553,775 | - |
| <i>Non-current liabilities</i> | | |
| Contract liabilities | 691,817 | - |
| | <u>4,245,592</u> | <u>-</u> |

Reconciliation

Reconciliation of the contract liabilities (current and non-current) during the current financial half-year are set out below:

| | Consolidated |
|---|---------------------|
| | 2019 |
| Recognised on adoption of AASB 15 on 1 July 2018 | 3,258,451 |
| Payments received in advance | 5,311,684 |
| Transfer to revenue - included in the opening balance | (1,875,898) |
| Transfer to revenue - other balances | (2,448,645) |
| | <u>4,245,592</u> |

Note 15. Employee benefits

| | Consolidated | |
|--------------------------------|---------------------|----------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current liabilities</i> | | |
| Annual leave | 652,812 | 490,423 |
| Long service leave | 180,046 | 171,127 |
| | <u>832,858</u> | <u>661,550</u> |
| <i>Non-current liabilities</i> | | |
| Long service leave | 95,728 | 71,866 |
| | <u>928,586</u> | <u>733,416</u> |

Note 16. Borrowings

| | Consolidated | |
|----------------------------|--------------|--------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current liabilities</i> | | |
| Lease liability | 4,478 | 87,139 |

Refer to note 22 for further information on financial instruments.

Total secured liabilities
The total secured liabilities are as follows:

| | Consolidated | |
|-----------------|--------------|--------|
| | 2019 | 2018 |
| | \$ | \$ |
| Lease liability | 4,478 | 87,139 |

Assets pledged as security

The lease liabilities are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default.

National Australia Bank ('NAB') lease facility

The consolidated entity has an asset leasing facility for \$300,000 with NAB. The facility is available on a revolving basis with repayment terms ranging from 1 to 3 years from the draw-down date.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

| | Consolidated | |
|--------------------------------|--------------|---------|
| | 2019 | 2018 |
| | \$ | \$ |
| Total facilities | | |
| NAB lease facility | 300,000 | 300,000 |
| Corporate credit card facility | 70,000 | 80,000 |
| | 370,000 | 380,000 |
| Used at the reporting date | | |
| NAB lease facility | 4,478 | 87,139 |
| Corporate credit card facility | - | 1,804 |
| | 4,478 | 88,943 |
| Unused at the reporting date | | |
| NAB lease facility | 295,522 | 212,861 |
| Corporate credit card facility | 70,000 | 78,196 |
| | 365,522 | 291,057 |

Note 17. Provisions

| | Consolidated | |
|--------------------------------|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Non-current liabilities</i> | | |
| Lease make-good | 152,649 | 152,649 |

Lease make good

The provision represents the present value of the estimated costs to make good the premises leased by the consolidated entity at the end of the respective lease terms.

Note 18. Other

| | Consolidated | |
|--|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Current liabilities</i> | | |
| Deferred research and development income | 240,759 | 256,633 |
| Income received in advance | - | 1,875,898 |
| | 240,759 | 2,132,531 |
| <i>Non-current liabilities</i> | | |
| Deferred research and development income | 767,061 | 587,359 |
| Income received in advance | - | 1,382,553 |
| | 767,061 | 1,969,912 |
| | 1,007,820 | 4,102,443 |

Note 19. Issued capital

| | 2019 | Consolidated | |
|------------------------------|---------------|---------------------|-------------|
| | Shares | 2018 | 2018 |
| | | Shares | \$ |
| Ordinary shares - fully paid | 280,805,705 | 224,733,105 | 36,506,677 |
| | | | 25,231,669 |

Movements in ordinary share capital

| Details | Date | Shares | \$ |
|---|------------------|---------------|------------|
| Balance | 1 July 2017 | 179,786,485 | 15,773,846 |
| Issue of shares | 20 October 2017 | 19,772,732 | 4,350,001 |
| Issue of shares | 25 May 2018 | 25,173,888 | 5,789,994 |
| Share issue transaction costs, net of tax | | - | (682,172) |
| Balance | 30 June 2018 | 224,733,105 | 25,231,669 |
| Issue of shares | 21 November 2018 | 1,086,957 | 250,000 |
| Issue of shares | 6 December 2018 | 24,314,285 | 3,404,000 |
| Issue of shares | 7 March 2019 | 3,000,000 | 420,000 |
| Issue of shares | 2 April 2019 | 23,214,286 | 6,500,000 |
| Issue of shares | 30 April 2019 | 4,457,072 | 1,248,000 |
| Share issue transaction costs, net of tax | | - | (546,992) |
| Balance | 30 June 2019 | 280,805,705 | 36,506,677 |

Note 19. Issued capital (continued)

Ordinary shares

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

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

Share buy-back

There is no current on-market share buy-back.

Capital risk management

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

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

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

The consolidated entity will raise capital to support its growth strategy and to fund value adding projects that it deems necessary to maintain and enhance shareholder value. Any funds raised will be utilized in adherence with the governance principles underlying the consolidated entity's capital management policy under the authority of the board.

The capital risk management policy remains unchanged from the 30 June 2018 Annual Report.

Note 20. Reserves

| | Consolidated | |
|------------------------------|---------------------|------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Foreign currency reserve | (4,526) | - |
| Share-based payments reserve | 2,741,018 | 1,731,056 |
| | <u>2,736,492</u> | <u>1,731,056</u> |

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 20. Reserves (continued)

Movements in reserves

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

| Consolidated | Foreign currency reserve \$ | Share-based payments \$ | Total \$ |
|------------------------------|--------------------------------------|-------------------------------|-------------|
| Balance at 1 July 2017 | - | 1,621,813 | 1,621,813 |
| Share-based payment expense | - | 109,243 | 109,243 |
| Balance at 30 June 2018 | - | 1,731,056 | 1,731,056 |
| Foreign currency translation | (4,526) | - | (4,526) |
| Share-based payment expense | - | 1,009,962 | 1,009,962 |
| Balance at 30 June 2019 | (4,526) | 2,741,018 | 2,736,492 |

Note 21. Dividends

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

Note 22. Financial instruments

Financial risk management objectives

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

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The consolidated entity is not exposed to any significant foreign currency risk.

Price risk

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

Interest rate risk

The consolidated entity's main interest rate risk arises from cash at bank and borrowings. Bank balance and borrowings issued at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value interest rate risk. Borrowings comprise of lease liabilities with fixed interest rate.

An official increase/decrease in interest rates of 50 (2018:50) basis points would have an favourable/adverse effect on loss before tax of \$40,305 (2018: \$28,914) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysts' forecasts.

Credit risk

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

Note 22. Financial instruments (continued)

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

The consolidated entity has a credit risk exposure with one major customer, which as at 30 June 2019 owed the consolidated entity \$432,573 (76% of trade receivables) (2018: \$1,621,795 (94% of trade receivables)). This balance was within its terms of trade and no impairment was made as at 30 June 2018. There are no guarantees against this receivable but management closely monitors the receivable balance on a monthly basis and is in regular contact with this customer to mitigate risk.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

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

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

Financing arrangements

Unused borrowing facilities at the reporting date:

| | Consolidated | |
|--------------------------------|---------------------|----------------|
| | 2019 | 2018 |
| | \$ | \$ |
| NAB lease facility | 295,522 | 212,861 |
| Corporate credit card facility | 70,000 | 78,196 |
| | <u>365,522</u> | <u>291,057</u> |

Remaining contractual maturities

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

| | 1 year or less | Between 1 and 2 years | Between 2 and 5 years | Over 5 years | Remaining contractual maturities |
|--------------------------------------|----------------|-----------------------|-----------------------|--------------|----------------------------------|
| | \$ | \$ | \$ | \$ | \$ |
| Consolidated - 2019 | | | | | |
| Non-derivatives | | | | | |
| <i>Non-interest bearing</i> | | | | | |
| Trade payables | 765,109 | - | - | - | 765,109 |
| <i>Interest-bearing - fixed rate</i> | | | | | |
| Lease liability | 4,498 | - | - | - | 4,498 |
| Total non-derivatives | <u>769,607</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>769,607</u> |

Note 22. Financial instruments (continued)

| | 1 year or less \$ | Between 1 and 2 years \$ | Between 2 and 5 years \$ | Over 5 years \$ | Remaining contractual maturities \$ |
|--------------------------------------|----------------------|--------------------------------|--------------------------------|--------------------|--|
| Consolidated - 2018 | | | | | |
| Non-derivatives | | | | | |
| <i>Non-interest bearing</i> | | | | | |
| Trade payables | 1,215,867 | - | - | - | 1,215,867 |
| <i>Interest-bearing - fixed rate</i> | | | | | |
| Lease liability | 89,064 | - | - | - | 89,064 |
| Total non-derivatives | 1,304,931 | - | - | - | 1,304,931 |

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

Note 23. Fair value measurement

The carrying amounts of trade and other receivables and trade and other payable approximate their fair values due to their short term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Note 24. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Grant Thornton, the auditor of the company:

| | Consolidated | |
|---|---------------------|----------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Audit services - Grant Thornton</i> | | |
| Audit or review of the financial statements | 118,000 | 106,526 |
| <i>Other services - Grant Thornton</i> | | |
| Tax advice services | 19,260 | - |
| | <u>137,260</u> | <u>106,526</u> |

Note 25. Contingent liabilities

The consolidated entity has given bank guarantees as at 30 June 2019 of \$133,776 (2018: \$133,776) to various landlords.

Note 26. Commitments

| | Consolidated | |
|---|---------------------|----------------|
| | 2019 | 2018 |
| | \$ | \$ |
| <i>Lease commitments - operating</i> | | |
| Committed at the reporting date but not recognised as liabilities, payable: | | |
| Within one year | 436,584 | 310,860 |
| One to five years | 366,566 | 584,259 |
| | <u>803,150</u> | <u>895,119</u> |
| <i>Lease commitments - finance</i> | | |
| Committed at the reporting date and recognised as liabilities, payable: | | |
| Within one year | 4,498 | 89,064 |
| Total commitment | 4,498 | 89,064 |
| Less: Future finance charges | (20) | (1,925) |
| Net commitment recognised as liabilities | <u>4,478</u> | <u>87,139</u> |
| Representing: | | |
| Lease liability - current (note 16) | <u>4,478</u> | <u>87,139</u> |

Operating lease commitments relates to lease of office premises under non-cancellable operating leases expiring within one to four years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Finance lease commitments includes contracted amounts for various plant and equipment with a written down value of \$1,451 (2018: \$97,043) under finance leases expiring within one to three years. Under the terms of the leases, the consolidated entity has the option to acquire the leased assets for predetermined residual values on the expiry of the leases.

Note 27. Key management personnel disclosures

Compensation

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

| | Consolidated | |
|------------------------------|---------------------|------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Short-term employee benefits | 1,371,531 | 1,146,736 |
| Post-employment benefits | 84,846 | 93,248 |
| Long-term benefits | 16,767 | 4,145 |
| Termination benefits | - | 170,000 |
| Share-based payments | 477,555 | 211,849 |
| | <u>1,950,699</u> | <u>1,625,978</u> |

Note 28. Related party transactions

Parent entity

Firstwave Cloud Technology Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 30.

Key management personnel

Disclosures relating to key management personnel are set out in note 27 and the remuneration report included in the directors' report.

Note 28. Related party transactions (continued)

Transactions with related parties

The following transactions occurred with related parties:

| | Consolidated | |
|--|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Sale of goods and services: | | |
| Sale of services to a director related entity of Simon Moore | 4,079 | - |
| Other income: | | |
| Interest received from key management personnel | 13,296 | 16,620 |
| Payment for goods and services: | | |
| Payment for services from a director related entity of Scott Lidgett | 11,550 | - |

Receivable from and payable to related parties

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

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties:

| | Consolidated | |
|-----------------------------------|---------------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Current receivables: | | |
| Loan to key management personnel* | 221,520 | 221,520 |

* Unsecured loan provided to key management personnel. Interest is charged on outstanding balance at 4.5% (2018: 7.5%) per annum.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 29. Parent entity information

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

Statement of profit or loss and other comprehensive income

| | Parent | |
|----------------------------|---------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Loss after income tax | (505,103) | (632,910) |
| Total comprehensive income | (505,103) | (632,910) |

Note 29. Parent entity information (continued)

Statement of financial position

| | Parent | |
|---------------------------|---------------|-------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Total current assets | - | - |
| Total assets | 32,415,726 | 21,645,821 |
| Total current liabilities | - | - |
| Total liabilities | - | - |
| Equity | | |
| Issued capital | 36,506,677 | 25,231,669 |
| Accumulated losses | (4,090,951) | (3,585,848) |
| Total equity | 32,415,726 | 21,645,821 |

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2019 and 30 June 2018.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2019 and 30 June 2018.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2019 and 30 June 2018.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 30. Interests in subsidiaries

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

| Name | Principal place of business / Country of incorporation | Ownership interest | |
|--|---|---------------------------|-------------|
| | | 2019 | 2018 |
| | | % | % |
| First Wave Technology Pty Ltd | Australia | 100% | 100% |
| Firstwave Cloud Technology Inc. | The United States of America | 100% | 100% |
| Firstwave Cloud Technology (Singapore) Ltd | Singapore | 100% | 100% |

Note 31. Cash flow information

Reconciliation of loss after income tax to net cash used in operating activities

| | Consolidated | |
|--|---------------------|--------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Loss after income tax expense for the year | (11,007,337) | (8,717,386) |
| Adjustments for: | | |
| Depreciation and amortisation | 1,292,593 | 1,221,807 |
| Share-based payments - employees | 1,009,962 | 109,243 |
| Change in operating assets and liabilities: | | |
| Decrease in trade and other receivables | 1,068,559 | 937,084 |
| Decrease in deferred tax assets | - | 1,124,130 |
| Decrease in prepayments | 41,427 | 678,845 |
| Decrease in other operating assets | 450 | - |
| Increase/(decrease) in trade and other payables | (259,360) | 18,310 |
| Increase in contract liabilities | 4,245,592 | - |
| Increase in employee benefits | 195,170 | 153,439 |
| Increase/(decrease) in other operating liabilities | (2,932,876) | 943,355 |
| Net cash used in operating activities | <u>(6,345,820)</u> | <u>(3,531,173)</u> |

Changes in liabilities arising from financing activities

| | Lease liability |
|---------------------------------------|------------------------|
| | \$ |
| Balance at 1 July 2017 | 287,376 |
| Net cash used in financing activities | <u>(200,237)</u> |
| Balance at 30 June 2018 | 87,139 |
| Net cash used in financing activities | <u>(82,661)</u> |
| Balance at 30 June 2019 | <u>4,478</u> |

Note 32. Earnings per share

| | Consolidated | |
|---|---------------------|--------------------|
| | 2019 | 2018 |
| | \$ | \$ |
| Loss after income tax attributable to the owners of Firstwave Cloud Technology Limited | <u>(11,007,337)</u> | <u>(8,717,386)</u> |
| | Number | Number |
| Weighted average number of ordinary shares used in calculating basic earnings per share | 246,617,998 | 196,098,013 |
| Weighted average number of ordinary shares used in calculating diluted earnings per share | <u>246,617,998</u> | <u>196,098,013</u> |
| | Cents | Cents |
| Basic earnings per share | (4.46) | (4.45) |
| Diluted earnings per share | (4.46) | (4.45) |

Note 32. Earnings per share (continued)

Options have been excluded in the weighted average number of shares used to calculate diluted earnings per share as they were anti-dilutive.

Note 33. Share-based payments

The consolidated entity has a share option plan to incentivise certain employees and key management personnel. The share option plan is subject to participants meeting service condition (continuous employment with the consolidated entity) at the vesting date. The options are issued for nil consideration. There are no performance conditions.

During the financial year 22,698,000 options were granted (2018: 4,050,000). The share-based payment expense for the year was \$1,009,962 (2018: \$109,243).

Set out below are summaries of options granted under the plan:

2019

| Grant date | Expiry date | Weighted average exercise price | Balance at the start of the year | Granted | Exercised | Expired/ forfeited/ other | Balance at the end of the year |
|------------|-------------|---------------------------------|----------------------------------|------------|-----------|---------------------------|--------------------------------|
| 18/05/2016 | 19/05/2020 | \$0.30 | 800,000 | - | - | - | 800,000 |
| 18/05/2016 | 19/05/2020 | \$0.35 | 210,000 | - | - | - | 210,000 |
| 18/05/2016 | 19/05/2021 | \$0.30 | 500,000 | - | - | - | 500,000 |
| 18/05/2016 | 19/05/2021 | \$0.35 | 1,500,000 | - | - | - | 1,500,000 |
| 18/05/2016 | 19/05/2022 | \$0.40 | 2,500,000 | - | - | - | 2,500,000 |
| 18/05/2016 | 11/05/2022 | \$0.25 | 6,260,000 | - | - | - | 6,260,000 |
| 18/05/2016 | 11/05/2023 | \$0.25 | 500,000 | - | - | - | 500,000 |
| 18/05/2016 | 11/05/2023 | \$0.35 | 200,000 | - | - | - | 200,000 |
| 18/05/2016 | 11/05/2024 | \$0.25 | 2,000,000 | - | - | (2,000,000) | - |
| 18/05/2016 | 11/05/2024 | \$0.35 | 200,000 | - | - | (200,000) | - |
| 18/05/2016 | 11/05/2025 | \$0.35 | 800,000 | - | - | (800,000) | - |
| 30/11/2017 | 31/05/2023 | \$0.65 | 100,000 | - | - | - | 100,000 |
| 30/11/2017 | 31/05/2024 | \$0.65 | 100,000 | - | - | - | 100,000 |
| 30/11/2017 | 28/02/2022 | \$0.75 | 333,400 | - | - | - | 333,400 |
| 30/11/2017 | 28/02/2023 | \$0.75 | 333,300 | - | - | - | 333,300 |
| 30/11/2017 | 28/02/2024 | \$0.75 | 333,300 | - | - | - | 333,300 |
| 30/11/2017 | 31/05/2024 | \$0.76 | 300,000 | - | - | - | 300,000 |
| 30/11/2017 | 31/05/2025 | \$0.87 | 500,000 | - | - | - | 500,000 |
| 13/04/2018 | 12/04/2021 | \$0.40 | 1,416,667 | - | - | (200,000) | 1,216,667 |
| 13/04/2018 | 12/04/2021 | \$0.50 | 316,667 | - | - | (33,333) | 283,334 |
| 13/04/2018 | 12/04/2021 | \$0.60 | 316,666 | - | - | (33,334) | 283,332 |
| 09/11/2018 | 30/06/2026 | \$0.40 | - | 4,000,000 | - | - | 4,000,000 |
| 09/11/2018 | 30/06/2026 | \$0.40 | - | 4,998,000 | - | - | 4,998,000 |
| 09/11/2018 | 30/06/2026 | \$0.40 | - | 1,000,000 | - | - | 1,000,000 |
| 11/04/2019 | 30/09/2026 | \$0.42 | - | 2,000,000 | - | - | 2,000,000 |
| 11/04/2019 | 31/08/2026 | \$0.43 | - | 2,350,000 | - | - | 2,350,000 |
| 11/04/2019 | 30/06/2026 | \$0.44 | - | 7,700,000 | - | - | 7,700,000 |
| 11/04/2019 | 28/02/2027 | \$0.45 | - | 650,000 | - | - | 650,000 |
| | | | 19,520,000 | 22,698,000 | - | (3,266,667) | 38,951,333 |

| | | | | | |
|---------------------------------|--------|--------|--------|--------|--------|
| Weighted average exercise price | \$0.36 | \$0.42 | \$0.00 | \$0.30 | \$0.40 |
|---------------------------------|--------|--------|--------|--------|--------|

Outstanding options vested and exercisable as at 30 June 2019: 15,186,700 (2018: 4,203,400)

Note 33. Share-based payments (continued)

2018

| Grant date | Expiry date | Weighted average exercise price | Balance at the start of the year | Granted | Exercised | Expired/ forfeited/ other | Balance at the end of the year |
|---------------------------------|-------------|---------------------------------|----------------------------------|-----------|-----------|---------------------------|--------------------------------|
| 18/05/2016 | 19/05/2020 | \$0.30 | 800,000 | - | - | - | 800,000 |
| 18/05/2016 | 19/05/2020 | \$0.35 | 230,000 | - | - | (20,000) | 210,000 |
| 18/05/2016 | 19/05/2021 | \$0.30 | 750,000 | - | - | (250,000) | 500,000 |
| 18/05/2016 | 19/05/2021 | \$0.35 | 2,250,000 | - | - | (750,000) | 1,500,000 |
| 18/05/2016 | 19/05/2022 | \$0.40 | 3,750,000 | - | - | (1,250,000) | 2,500,000 |
| 18/05/2016 | 11/05/2022 | \$0.25 | 6,260,000 | - | - | - | 6,260,000 |
| 18/05/2016 | 11/05/2023 | \$0.25 | 1,460,000 | - | - | (960,000) | 500,000 |
| 18/05/2016 | 11/05/2023 | \$0.35 | 1,640,000 | - | - | (1,440,000) | 200,000 |
| 18/05/2016 | 11/05/2024 | \$0.25 | 2,000,000 | - | - | - | 2,000,000 |
| 18/05/2016 | 11/05/2024 | \$0.35 | 200,000 | - | - | - | 200,000 |
| 18/05/2016 | 11/05/2025 | \$0.35 | 800,000 | - | - | - | 800,000 |
| 18/05/2016 | 11/05/2024 | \$0.45 | 1,440,000 | - | - | (1,440,000) | - |
| 30/11/2017 | 31/05/2023 | \$0.65 | - | 100,000 | - | - | 100,000 |
| 30/11/2017 | 31/05/2024 | \$0.65 | - | 100,000 | - | - | 100,000 |
| 30/11/2017 | 28/02/2022 | \$0.75 | - | 333,400 | - | - | 333,400 |
| 30/11/2017 | 28/02/2023 | \$0.75 | - | 333,300 | - | - | 333,300 |
| 30/11/2017 | 28/02/2024 | \$0.75 | - | 333,300 | - | - | 333,300 |
| 30/11/2017 | 31/05/2024 | \$0.76 | - | 300,000 | - | - | 300,000 |
| 30/11/2017 | 31/05/2025 | \$0.87 | - | 500,000 | - | - | 500,000 |
| 13/04/2018 | 12/04/2021 | \$0.40 | - | 1,416,667 | - | - | 1,416,667 |
| 13/04/2018 | 12/04/2021 | \$0.50 | - | 316,667 | - | - | 316,667 |
| 13/04/2018 | 12/04/2021 | \$0.60 | - | 316,666 | - | - | 316,666 |
| | | | 21,580,000 | 4,050,000 | - | (6,110,000) | 19,520,000 |
| Weighted average exercise price | | | \$0.32 | \$0.61 | \$0.00 | \$0.37 | \$0.36 |

The weighted average share price during the financial year was \$0.25 (2018: \$0.29).

The weighted average remaining contractual life of options outstanding at the end of the financial year was 4.77 years (2018: 4.76 years).

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

| Grant date | Expiry date | Share price at grant date | Weighted average exercise price | Expected volatility | Dividend yield | Risk-free interest rate | Fair value at grant date |
|------------|-------------|---------------------------|---------------------------------|---------------------|----------------|-------------------------|--------------------------|
| 09/11/2018 | 30/06/2026 | \$0.20 | \$0.40 | 64.00% | - | 1.75% | \$0.095 |
| 11/04/2019 | 30/09/2026 | \$0.31 | \$0.42 | 64.00% | - | 1.75% | \$0.168 |
| 11/04/2019 | 31/08/2026 | \$0.31 | \$0.43 | 64.00% | - | 1.75% | \$0.161 |
| 11/04/2019 | 30/06/2026 | \$0.31 | \$0.44 | 64.00% | - | 1.75% | \$0.166 |
| 11/04/2019 | 28/02/2027 | \$0.31 | \$0.45 | 64.00% | - | 1.75% | \$0.170 |

Note 34. Events after the reporting period

No matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

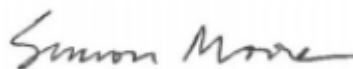
The directors have been given the declarations required by section 295A of the Corporations Act 2001.

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

On behalf of the directors



Sam Saba
Director



Simon Moore
Director

30 August 2019
Sydney

Independent Auditor's Report

To the Members of Firstwave Cloud Technology Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Firstwave Cloud Technology Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, 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 2019 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* (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.

| Key audit matter | How our audit addressed the key audit matter |
|---|--|
| Going concern (Note 1) <p>The Group made a loss of \$11,007,337 for the year ended 30 June 2019 and has accumulated losses of \$32,233,809 as at 30 June 2019. The Group's use of the going concern basis of accounting and the associated extent of uncertainty is a key audit matter due to the high level of judgment required in evaluating the Group's assessment of going concern.</p> <p>The Directors have determined that the use of the going concern basis of accounting is appropriate in preparing the financial report. Their assessment of going concern was based on cash flow projections. The preparation of these projections incorporated a number of assumptions and judgments, and the Directors have concluded that the range of possible outcomes considered in arriving at this judgment does not give rise to a material uncertainty casting significant doubt on the Group's ability to continue as a going concern.</p> | <p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Obtaining and reviewing management's cash flow forecast to assess whether current cash levels can sustain operations for a period of at least 12 from the proposed date of signing the financial statements; • Agreeing year end cash balances to third party independent confirmations received to gain comfort around the opening balances used in the cash flow forecast; • Assessing the Group's current level of income and expenditure against management's forecast for consistency of relationships and trends to the historical results, and results since year end; • Performing sensitivity analysis on the significant inputs and assumptions made by management in preparing its cash flow forecast; and • Assessing the adequacy of the related disclosures within the financial report. |
| Revenue recognition (Note 4) <p>Revenue of \$8,831,731 has been recognised during the year ended 30 June 2019, and contract liabilities of \$4,245,592 have been included in the statement of financial position.</p> <p>This is a key audit matter given the management judgement involved in applying the revenue recognition policy and the complexities around accounting for income received in advance. In addition, new accounting standard AASB 15: <i>Revenue from Contracts with Customers</i> has been applied for the first time in the current financial year.</p> | <p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Assessing the revenue recognition policies for appropriateness and compliance with AASB 15; • Comparing revenue by month and across each revenue stream to prior periods in order to identify and follow up on unusual trends; • Testing a sample of revenue transactions for each revenue stream by tracing through to service agreement to identify contract terms, and evaluating revenue recognition for compliance with AASB 15; • Testing a sample of transactions near period end to assess whether the related revenue has been recognised in the appropriate period; and • Assessing the adequacy of related disclosures in the financial statements. |

Key audit matter

How our audit addressed the key audit matter

Capitalised product development costs (Note 11)

Capitalised product development costs had a net carrying value of \$4,203,265 at 30 June 2019.

During the year the Group capitalised \$2,167,980 of project development costs. These intangible assets are being amortised over a 5 year period, and an amortisation expense of \$1,027,332 has been included in the statement of profit or loss and other comprehensive income.

AASB 138: *Intangible Assets* sets out the specific requirements to be met in order to capitalise development costs. Intangible assets should be amortised over their useful economic lives in accordance with AASB 138.

This area is a key audit matter due to subjectivity and management judgement applied in the assessment of whether costs meet the development phase criteria described in AASB 138 and in relation to the estimate of the assets' useful lives.

Our procedures included, amongst others:

- Assessing the Group's accounting policy in respect of product development costs for adherence to AASB 138;
- Evaluating management's assessment of each project for compliance with the recognition criteria set out in AASB 138; including discussing project plans with management and project leaders to develop and understanding of nature and feasibility of key projects at 30 June 2019;
- Testing a sample of costs capitalised by tracing to underlying support such as vendor invoices and payroll records in order to understand the nature of the item and whether the expenditure was attributable to the development of the related asset, and therefore whether capitalisation was in accordance with the recognition criteria of AASB 138;
- Evaluating the reasonableness of useful lives to be applied in future reporting periods; and
- Assessing the adequacy of related disclosures in the financial statements.

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 2019 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: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the remuneration report

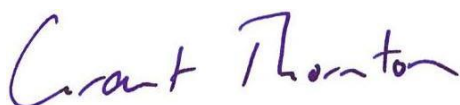
Opinion on the remuneration report

We have audited the Remuneration Report included in pages 8 to 24 of the Directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Firstwave Cloud Technology Limited, for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



C F Farley
Partner – Audit & Assurance

Sydney, 30 August 2019

The shareholder information set out below is applicable as at 9 August 2019.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

| | Number of holders of ordinary shares | Number of holders of options over ordinary shares |
|---------------------------------------|--------------------------------------|---|
| 1 to 1,000 | 1,708 | - |
| 1,001 to 5,000 | 299 | - |
| 5,001 to 10,000 | 235 | - |
| 10,001 to 100,000 | 828 | 23 |
| 100,001 and over | 381 | 40 |
| | 3,451 | 63 |
| Holding less than a marketable parcel | 1,767 | - |

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

| | Ordinary shares Number held | % of total shares issued |
|---|--------------------------------|--------------------------|
| MR GREG MAREN + MRS GERALDINE MAREN (MAREN SUPER FUND A/C) | 16,722,741 | 5.96 |
| MR SCOTT LIDGETT + MRS KATHERINE LIDGETT (LIDGETT SUPER FUND A/C) | 16,441,179 | 5.86 |
| CS THIRD NOMINEES PTY LIMITED (HSBC CUST NOM AU LTD 13 A/C) | 9,800,000 | 3.49 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 5,660,669 | 2.02 |
| MR EDWARD KEATING + MRS LINDA KEATING | 5,006,274 | 1.78 |
| MR SIMON RYAN | 4,615,000 | 1.64 |
| MR RICHARD BESWICK | 4,561,382 | 1.62 |
| MR DAVID ROTHWELL | 4,420,391 | 1.57 |
| WILLROTH PTY LTD (THE WILLROTH A/C) | 4,107,675 | 1.46 |
| EREMITE PTY LTD (JAMIESON FAMILY A/C) | 3,805,708 | 1.36 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2 | 3,545,000 | 1.26 |
| RTEC (NSW) PTY LTD (RTEC TRADING A/C) | 3,000,000 | 1.07 |
| MR SCOTT LIDGETT | 2,570,811 | 0.92 |
| SCOTT MCNEILAGE PTY LIMITED (MCNEILAGE SUPER FUND A/C) | 2,293,684 | 0.82 |
| MR JAMES BROOMHEAD | 2,266,104 | 0.81 |
| MR SIMON MOORE | 2,100,000 | 0.75 |
| MR WILLIAM ROBERT CARTER + MS SARAH VICTORIA WILLIAMS | 2,050,000 | 0.73 |
| MAZOONGOO PTY LTD (MAZOONGOO SUPER FUND A/C) | 2,045,602 | 0.73 |
| MR GREG MAREN + MRS GERALDINE MAREN (MAREN FAMILY A/C) | 2,036,034 | 0.73 |
| BM JAG PTY LTD (BM JAG A/C) | 2,000,000 | 0.71 |
| | 99,048,254 | 35.29 |

Unquoted equity securities

| | Number on issue | Number of holders |
|------------------------------|-----------------|-------------------|
| Options over ordinary shares | 38,951,333 | 63 |

Substantial holders

Substantial holders in the company are set out below:

| | Ordinary shares Number held | % of total shares issued |
|---|--------------------------------|--------------------------------|
| MR GREG MAREN + MRS GERALDINE MAREN (MAREN SUPER FUND A/C) | 16,722,741 | 5.96 |
| MR SCOTT LIDGETT + MRS KATHERINE LIDGETT (LIDGETT SUPER FUND A/C) | 16,441,179 | 5.86 |

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

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

There are no other classes of equity securities.

| | |
|--------------------------------|---|
| Directors | John Grant - Executive Director and Chairman Sam Saba - Non-Executive Director Scott Lidgett - Non-Executive Director Paul MacRae - Non-Executive Director Simon Moore - Non-Executive Director |
| Chief Executive Officer | David Kirton |
| Company secretary | Gai Stephens |
| Registered office | Level 10, 132 Arthur Street North Sydney, NSW 2060 Australia Tel: +61 (02) 9409 7000 |
| Share register | Computershare Investor Services Pty Limited Level 5, 115 Grenfell Street Adelaide, SA 5000 Australia Tel: 1300 787 272 |
| Auditor | Grant Thornton Audit Pty Ltd. Level 17, 383 Kent Street Sydney, NSW 2000 |
| Stock exchange listing | Firstwave Cloud Technology Limited shares are listed on the Australian Securities Exchange (ASX code: FCT) |
| Website | http://www.firstwave.com.au |
| Corporate Governance Statement | The Corporate governance statement which will be approved at the same time as the Annual Report can be found at https://www.firstwavecloud.com/corporate-governance.html |