



ACL HOLDCO PTY LTD

ABN 94 645 711 128

CONSOLIDATED FINANCIAL REPORT

For the half-year ended 31 December 2020

This half-year report is to be read in conjunction with the consolidated financial report of
Clinical Laboratories Pty Ltd for the year ended 30 June 2020

TABLE OF CONTENTS

	Page
Directors' Report	1
Auditor's Independence Declaration	3
Consolidated Statement of Profit or Loss and Other Comprehensive Income	4
Consolidated Statement of Financial Position	5
Consolidated Statement of Cash Flows	6
Consolidated Statement of Changes in Equity	7
Notes to the Consolidated Financial Statements	8-13
Directors' Declaration	14
Independent Auditor's Review Report	15

ACL HOLDCO PTY LTD

DIRECTORS' REPORT

Overview

The Directors present their report together with the financial report of ACL Holdco Pty Ltd ('the Company') and the entities it controlled during the period ('the Group') for the half-year ended 31 December 2020 and independent review report thereon.

Directors

The names of the Directors of the Company in office at any time during or since the end of the half-year are:

Mr. P. Lyon-Mercado (appointed: 6 November 2020, resigned 19 December 2020)

Mr. M. Alscher (appointed: 19 December 2020)

Ms. M. McGrath (appointed: 19 December 2020)

Mr. M. Lukin (appointed: 19 December 2020)

Mr. J. Mahemoff (appointed: 19 December 2020)

Mr. N. Thomson (appointed: 19 December 2020)

Mr. S. Goldsmith (appointed: 19 December 2020, resigned 27 January 2021)

Principal activities

The principal activity of the Group during the half-year ended 31 December 2020 was the provision of pathology diagnostic services.

Significant events

ACL Holdco Pty Ltd ("the Company") was incorporated on 6 November 2020 with one ordinary share issued at \$1.00.

Subsequently, on 6 November 2020, a new company, ACL Midco Pty Ltd ("Midco") was incorporated with the Company as its parent. A further company, ACL Finco Pty Ltd ("Finco"), was then incorporated on the same day with Midco as its parent company. On the same day, the Company formed a tax consolidated group with Midco and Finco with the Company acting as the head company.

On 4 December 2020, Finco entered into a syndicated (debt) facility agreement with an unrelated external financier. The provision of debt financing to Finco under the facility was conditional on Finco entering into an agreement to purchase 100% of the shares on issue by Clinical Laboratories Pty Ltd ("Clinical Labs") and Finco completing this transaction.

On 16 December 2020 the Company issued 100,000 ordinary shares at \$0.01 per share to shareholders of Clinical Labs.

On 16 December 2020, Finco entered into a share purchase agreement to acquire 100% of the shares on issue by Clinical Labs under a common control acquisition. The acquisition of Clinical Labs completed on 17 December 2020 with consideration in the form of cash (subsequently funded by the aforementioned new debt facility on 18 December 2020 - \$8.0m of this is deferred until whitewash has been completed) and the issuance of 584,000,001 shares in the Company.

The acquisition of Clinical Labs was accounted for as a common control acquisition in accordance with Australian Accounting Standards. Refer to Note 2 for full details.

Significant events prior to the restructure:

On 5 August 2020, ACL Specialist Investments Pty Ltd was voluntarily deregistered.

On 29 September 2020, the Company declared and paid a fully franked dividend of \$21.0m.

On 29 September 2020, the Group repaid in full the related party loans and associated accrued interest totalling \$61.1m.

Financial review

The consolidated profit of the Group for the half-year after providing for income tax amounted to \$57.1m (2019: \$3.2m loss). The result included a number of one-off items that were attributable to restructuring activities undertaken by the Company as mentioned above.

Subsequent events

On 26 February 2020, the deferred consideration associated with the common control acquisition was repaid in full.

On 3 March 2020, the Board has chosen to repay JobKeeper grants claimed in the financial year with the repayment planned for March 2021.

There were no other significant changes in the Group's state of affairs that occurred following the end of the financial year and up to the date of the financial report, other than those referred to elsewhere in this report.

DIRECTORS' REPORT

Auditor's independence declaration

A copy of the auditor's independence declaration in relation to the review for the half-year is provided with this report on page 3.

Rounding off of amounts to nearest thousand dollars

The Group is a group of the kind referred to in ASIC Corporations (*Rounding in Financial/Directors' Reports*) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the directors' report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of the directors:

A handwritten signature in black ink, appearing to be 'M. McGrath', written over a horizontal line.

M. McGrath
Director

Melbourne, 3 March 2021

AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF ACL HOLDCO PTY LTD

In relation to the independent auditor's review for the half-year ended 31 December 2020, to the best of my knowledge and belief there have been no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of ACL Holdco Pty Ltd and the entities it controlled during the period.



B POWERS
Partner

Date: 3 March 2021



PITCHER PARTNERS
Melbourne

ACL HOLDCO PTY LTD

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**
FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Note	6 months to 31 Dec 2020 \$'000	6 months to 31 Dec 2019 \$'000
Revenue		317,904	245,491
Other income	5	29,292	14
Employee benefits expense		(121,445)	(122,679)
Consumables expense		(60,084)	(43,814)
Occupancy costs		(7,791)	(12,003)
Other expenses		(26,868)	(25,057)
Profit before depreciation, finance costs, equity investments and income tax		131,008	41,952
Depreciation		(42,650)	(37,751)
Profit before finance costs, equity investments and income tax		88,358	4,201
Net finance costs	6	(7,084)	(8,418)
Profit / (Loss) before income tax		81,274	(4,217)
Income tax benefit / (expense)	7	(24,201)	1,017
Profit / (Loss) for the half-year		57,073	(3,200)
Other comprehensive income			
Items that may be reclassified subsequently to profit and loss			
Exchange differences on translation of foreign operations		(25)	7
Other comprehensive income for the year, net of tax		(25)	7
Total comprehensive profit / (loss) for the half-year		57,048	(3,193)
Earnings per share		Cents per share	Cents per share
Basic and diluted earnings / (loss) per share from continuing operations	8	9.77	(0.55)

The accompanying notes numbered 1 to 14 form part of these financial statements.

ACL HOLDCO PTY LTD

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

	Note	31 Dec 2020 \$'000	30 Jun 2020 \$'000
CURRENT ASSETS			
Cash and cash equivalents		34,986	34,849
Trade and other receivables	9	52,387	63,298
Inventories		13,659	10,498
Other financial assets		5,246	3,443
Current tax assets		-	12
TOTAL CURRENT ASSETS		106,278	112,100
NON-CURRENT ASSETS			
Plant and equipment		37,181	38,590
Right-of-use assets		148,756	155,463
Goodwill		35,748	35,748
Other financial assets		1,005	988
Deferred tax assets	7	17,801	23,164
TOTAL NON-CURRENT ASSETS		240,491	253,953
TOTAL ASSETS		346,769	366,053
CURRENT LIABILITIES			
Trade and other payables		37,243	32,762
Deferred Consideration	14	8,000	-
Lease liabilities		62,708	63,440
Provisions		43,914	37,465
Borrowings	10	20,205	-
Current tax liabilities		11,369	1,799
TOTAL CURRENT LIABILITIES		183,439	135,466
NON-CURRENT LIABILITIES			
Lease liabilities		92,523	97,695
Borrowings	10	191,408	60,070
Provisions		2,682	3,816
Deferred tax liabilities	7	17	18
TOTAL NON-CURRENT LIABILITIES		286,630	161,599
TOTAL LIABILITIES		470,069	297,065
NET ASSETS/(LIABILITIES)		(123,300)	68,988
EQUITY			
Issued capital	11	584,001	146,505
Other contributed equity		(12,500)	-
Reserves		(574,513)	42,771
Accumulated losses		(120,288)	(120,288)
TOTAL EQUITY		(123,300)	68,988

The accompanying notes numbered 1 to 14 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Note	6 months to 31 Dec 2020 \$'000	6 months to 31 Dec 2019 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers and government grants		366,725	255,294
Payment to suppliers and employees		(219,852)	(206,224)
Cash provided by operations		146,873	49,070
Interest received		44	12
Interest and costs of finance paid		(29,558)	(6,419)
Income tax received/(paid)		(9,256)	58
Net cash provided by operating activities		108,103	42,721
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of plant and equipment		56	62
Purchase of plant and equipment		(3,650)	(6,003)
Purchase of shares		(17)	(191)
Net cash used in investing activities		(3,611)	(6,132)
CASH FLOWS FROM FINANCING ACTIVITIES			
Principal portion of lease payments		(36,798)	(28,566)
Proceeds from new shares issued		1	-
Repayment of borrowings		(43,328)	-
Proceeds from borrowings		217,300	-
Payment for common control restructure		(208,000)	-
Dividends paid		(21,000)	-
Payment of Promissory Note		(12,500)	-
Net cash used in financing activities		(104,325)	(28,566)
Net increase in cash and cash equivalents		167	8,023
Foreign exchange differences on cash holdings		(30)	6
Cash and cash equivalents at the beginning of the half-year		34,849	4,131
Cash and cash equivalents at the end of the half-year		34,986	12,160

The accompanying notes numbered 1 to 14 form part of these financial statements.

ACL HOLDCO PTY LTD

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Issued capital \$'000	Share based payment reserve \$'000	Other reserves \$'000	Other contributed equity \$'000	Common control reserve \$'000	Profit reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Opening balance at 1 July 2019	146,505	1,051	152	-	-	-	(120,288)	27,420
Loss for the half-year	-	-	-	-	-	-	(3,200)	(3,200)
Exchange differences on translation of foreign operations ⁽ⁱ⁾	-	-	7	-	-	-	-	7
Other comprehensive income for the half-year net of tax	-	-	7	-	-	-	-	7
Total comprehensive income for the half-year	-	-	7	-	-	-	(3,200)	(3,193)
Transactions with owners in their capacity as owners								
Management share scheme ⁽ⁱⁱ⁾	-	162	-	-	-	-	-	162
Closing balance at 31 December 2019	146,505	1,213	159	-	-	-	(123,488)	24,389
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Opening balance at 1 July 2020	146,505	1,374	142	-	-	41,255	(120,288)	68,988
Profit for the year	-	-	-	-	-	57,073	-	57,073
Exchange differences on translation of foreign operations ⁽ⁱ⁾	-	-	(25)	-	-	-	-	(25)
Other comprehensive income for the half-year net of tax	-	-	(25)	-	-	-	-	(25)
Total comprehensive income for the half-year	-	-	(25)	-	-	57,073	-	57,048
Management share scheme ⁽ⁱⁱ⁾	-	162	-	-	-	-	-	162
Dividend declared and paid ⁽ⁱⁱⁱ⁾	-	-	-	-	-	(21,000)	-	(21,000)
Reverse existing capital resulting from restructure ^(iv)	(146,505)	-	-	-	-	-	-	(146,505)
Ordinary shares issued to existing shareholder ^(iv)	584,001	-	-	-	-	-	-	584,001
Common control reserve from acquisition ^(iv)	-	-	-	-	(653,494)	-	-	(653,494)
Payment of promissory note ^(v)	-	-	-	(12,500)	-	-	-	(12,500)
Closing balance at 31 December 2020	584,001	1,536	117	(12,500)	(653,494)	77,328	(120,288)	(123,300)

(i) Foreign currency translation reserve associated with the translation of Malvern Pathology Laboratories Sdn Bhd into AUD presentation currency.

(ii) Shares were issued to management of the Group under the Company's Management Share Plan during the period 1 February 2016 to 7 November 2018. For accounting purposes these shares are treated as options and the expense associated with the current year is reflected in a share based payment reserve.

(iii) On 29 September 2020, Clinical Labs declared and paid a fully franked dividend of \$21,000,000.

(iv) On 17 December 2020, a common control acquisition occurred. Refer to Note 2 for full details.

(v) Payment of a promissory note to Advanced Medical Technology Pty Ltd on sale of Clinical Labs shares.

The accompanying notes numbered 1 to 14 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

This consolidated half-year financial report does not include all the notes of the type usually included in an annual financial report.

It is recommended that this half-year financial report be read in conjunction with the annual financial report for the year ended 30 June 2020.

This half-year financial report covers the Company and its controlled entities as a consolidated entity. ACL Holdco Pty Ltd is a proprietary company, incorporated and domiciled in Australia.

The registered office and principal place of business is:
1868-1892 Dandenong Road
Clayton VIC 3168

The Company is a for-profit entity for the purpose of preparing the financial statements. The principal activity of the Group during the half-year ended 31 December 2020 was the provision of pathology diagnostic services.

The half-year financial report was authorised for issue by the Directors on 3 March 2021.

(a) Basis of preparation

This consolidated half-year financial report has been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting*, as appropriate for for-profit entities. Compliance with AASB 134, as appropriate for for-profit entities, ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

The half-year financial report has been prepared on the basis of historical cost. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies applied in this half-year financial report are consistent with those of the annual financial report of Clinical Laboratories Pty Ltd for the year ended 30 June 2020.

(b) Going concern

As at 31 December 2020 the Group recorded a deficiency in current assets of \$77.2m. This has been caused by the impacts of AASB 16 leases, whereby \$62.7m of lease liabilities has been recognised as current, however the corresponding right of use asset is non-current. In addition to this, the capital restructure resulted in additional \$211.6m of net debt at 31 December 2020 of which \$20.2m is current.

The Directors have concluded that the Group will be able to pay its debts as and when they fall due with consideration of the above factors and the profitability of the Group accordingly the accounts have been prepared on a going concern basis.

(c) Rounding amounts

In accordance with ASIC Corporations (*Rounding in Financial/Directors' Reports*) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest one thousand dollars unless otherwise stated.

(d) Accounting standards and interpretations issued but not yet effective

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. These are consistent with those discussed in the annual financial report for the year ended 30 June 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 2: COMMON CONTROL ACQUISITION

On 17 December 2020, a restructure took place that resulted in a newly incorporated company, ACL Holdco Pty Ltd obtaining control over Clinical Labs and its controlled entities. The shareholders in ACL Holdco Pty Ltd prior to the restructure were also all shareholders in Clinical Labs with the same proportionate economic and beneficial interests. Notwithstanding the direct ownership of Clinical Labs changed as a result of the restructure, there was ultimately no change in the control over its assets.

Accordingly, the Directors have accounted for the restructure as a common control acquisition in accordance with the Australian Accounting Standards. As such, the consolidated financial statements of ACL Holdco Pty Ltd have been presented as a continuation of the pre-existing entities. Those entities being:

Clinical Laboratories Pty Ltd
Clinical Laboratories (WA) Pty Ltd
Perth Medical Laboratories Pty Ltd
Malvern Pathology Labs Sdn Bhd
ACL Specialist Investments Pty Ltd (deregistered 5 August 2020)

The financial statements are presented on the basis of historical cost however the debt and restructure occurred based on the fair value of the business which has not been reflected in the financial statements.

NOTE 3: SIGNIFICANT OR UNUSUAL ITEMS

The financial position and performance of the Group was affected by the following events and transactions during the reporting period:

- Clinical Laboratories Pty Ltd and Clinical Laboratories (WA) Pty Ltd qualified for JobKeeper in April 2020 which resulted in JobKeeper payments being received from July to September 2020. As noted in Note 14, on 3rd March 2020, the Board has chosen to repay JobKeeper grants claimed in the financial year with the repayment planned for March 2021.
- The Group repaid its related party loan balances and associated accrued interest in September 2020.
- The Group refinanced its banking facilities in December 2020, resulting in bank debt being recognised on the balance sheet and associated interest expense. The bank establishment fees incurred as part of the refinancing have been capitalised into the loan balance.
- Clinical Labs declared and paid a fully franked dividend in September 2020.
- The Group paid a Promissory Note and recognised this as other contributed equity.
- The acquisition of all subsidiaries listed in Note 2 as part of the Group restructure gave rise to the common control reserve in the Statement of Changes in Equity.

NOTE 4: SEGMENT INFORMATION

The Group has only one reportable segment and only operates predominately in one geographical segment being Australia.

Operating segment	Activity
Pathology	The provision of pathology services.

NOTE 5: OTHER INCOME

	6 months to 31 Dec 2020 \$'000	6 months to 31 Dec 2019 \$'000
JobKeeper income	29,247	-
Gain on disposal of plant and equipment	45	14
Total other income	29,292	14

As noted in Note 14, on 3rd March 2020, the Board has chosen to repay JobKeeper grants claimed in the financial year with the repayment planned for March 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 6: FINANCE INCOME AND EXPENSE

	6 months to 31 Dec 2020	6 months to 31 Dec 2019
	\$'000	\$'000
Finance income		
Bank deposits	44	12
Finance expenses		
Other borrowing costs	(1,456)	(2,011)
Interest expense for leasing arrangements	(5,672)	(6,419)
	(7,128)	(8,430)
Net finance costs	(7,084)	(8,418)

NOTE 7: INCOME TAX

	6 months to 31 Dec 2020	6 months to 31 Dec 2019
	\$'000	\$'000
(a) Components of tax expense		
Current tax	19,098	-
(Over) provision in prior period	(260)	-
Utilisation of tax losses carried forward	10,271	-
Deferred tax	(4,908)	(1,017)
	24,201	(1,017)
(b) Income tax reconciliation		
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Profit before tax	81,274	(4,217)
Domestic tax rate	30%	30%
Expected tax expense	24,382	(1,265)
Adjustments for non-deductible expenses:		
- Other non-deductible expenses	(181)	248
Actual tax expense	24,201	(1,017)
	31 Dec 2020	30 Jun 2020
	\$'000	\$'000
(c) Deferred tax		
Deferred tax assets – temporary differences	15,221	10,313
Deferred tax assets – carried forward tax losses	2,580	12,851
	17,801	23,164
Deferred tax liabilities – temporary differences	17	18

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 8: EARNINGS PER SHARE**Basic and diluted earnings per share**

The calculation of basic and diluted EPS has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding.

Earnings

6 months to 31 Dec 2020	6 months to 31 Dec 2019
\$'000	\$'000

The earnings used in the calculation of basic and diluted earnings per share are the same and can be reconciled to the consolidated statement of profit or loss and other comprehensive income as follows:

Profit / (loss) for the half-year from continuing operations

57,073	(3,200)
--------	---------

Weighted average number of shares

6 months to 31 Dec 2020	6 months to 31 Dec 2019
------------------------------------	------------------------------------

The weighted average number of shares used in the calculation of basic and diluted earnings per share

584,100,001	584,100,001
-------------	-------------

The number of ordinary shares outstanding has been adjusted retrospectively back to 1 July 2019 for the capital restructure which occurred on 17 December 2020, as described in Note 2. The comparative EPS balances have been recalculated accordingly.

NOTE 9: TRADE AND OTHER RECEIVABLES

31 Dec 2020	30 Jun 2020
\$'000	\$'000

Measured at amortised cost**CURRENT**

Trade receivables

41,498	34,226
--------	--------

Provision for expected credit loss

(2,252)	(1,969)
---------	---------

39,246	32,257
--------	--------

Goods and services tax receivable

1,416	1,494
-------	-------

Accrued revenue

11,725	29,547
--------	--------

52,387	63,298
---------------	---------------

Movement in allowance for expected credit losses

Balance at the beginning of the period

1,969	2,223
-------	-------

Provision for the year

817	490
-----	-----

Amounts written off during the year as uncollectable

(534)	(744)
-------	-------

2,252	1,969
--------------	--------------

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 10: BORROWINGS

	31 Dec 2020 \$'000	30 Jun 2020 \$'000
CURRENT		
Secured		
Bank loans	20,205	-
NON-CURRENT		
Secured		
Bank loans	191,408	-
Unsecured		
Related party loans ⁽ⁱ⁾	-	60,070
	191,408	60,070

(i) Related party loans are at arm's length and are interest bearing. Related party loans were repaid in full on 29 September 2020.

Terms and repayment schedule

The terms and conditions of outstanding loans are as follows:

				31 Dec 2020 \$'000	30 Jun 2020 \$'000
Loan	Currency	Nominal interest rate	Year of maturity	Carrying amount	Carrying amount
Bank loans	AUD	BBSY + 2.75% - 4.00%	2023	211,613	-
Related party	AUD	7.0%	2022	-	60,070
				211,613	60,070

The bank loans are secured over the assets of Midco and its subsidiaries.

NOTE 11: ISSUED CAPITAL

	31 Dec 2020 \$'000	30 Jun 2020 \$'000
Issued and paid up capital		
Fully paid ordinary shares		
At the start of the period	146,505	146,505
Reverse existing capital resulting from restructure ⁽ⁱ⁾	(146,505)	-
Ordinary shares issued to existing shareholder ⁽ⁱ⁾	584,001	-
At the end of the period	584,001	146,505
	31 Dec 2020 Number of Shares	30 Jun 2020 Number of Shares
Fully paid ordinary shares		
At the start of the period	337,909,852	337,909,852
Reverse existing capital resulting from restructure ⁽ⁱ⁾	(337,909,852)	-
Ordinary shares issued to existing shareholder ⁽ⁱ⁾	584,100,001	-
At the end of the period	584,100,001	337,909,852

(i) Relates to common control acquisition refer to note 2.

Fully paid ordinary shares carry one vote per share and carry a right to dividends.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

NOTE 12: DIVIDENDS

	Half-year	
	31 Dec 2020	31 Dec 2019
	\$'000	\$'000
(a) Dividends paid or declared		
Dividends paid at \$0.06 per share (2019: nil) fully franked at 30%	21,000	-

NOTE 13: REVISIONS OF ACCOUNTING ESTIMATES

No significant revisions of accounting estimates noted.

NOTE 14: SUBSEQUENT EVENTS

On 26 February 2020, the deferred consideration associated with the common control acquisition was repaid in full.

On 3 March 2020, the Board has chosen to repay JobKeeper grants claimed in the financial year with the repayment planned for March 2021.

There were no other significant changes in the Group's state of affairs that occurred following the end of the financial year and up to the date of the financial report, other than those referred to elsewhere in this report.

ACL HOLDCO PTY LTD

DIRECTORS' DECLARATION

The directors declare that:

1. in the directors' opinion, the financial statements and notes thereto, as set out on pages 1 to 12, are:
 - (a) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting*; and
 - (b) giving a true and fair view of the financial position of the Group as at 31 December 2020 and of its performance for the half-year ended on that date.
2. In the directors' opinion there are reasonable grounds, at the date of this declaration, to believe that ACL Holdco Pty Ltd will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



M. McGrath
Director
Melbourne, 3 March 2021

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF ACL HOLDCO PTY LTD

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of ACL Holdco Pty Ltd, the 'Company' and its controlled entities "the Group", which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the accompanying half-year financial report of ACL Holdco Pty Ltd does not present fairly, in all material respects, the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the half-year ended on that date, in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report section of our report*. We are independent of the Company in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report does not present fairly, in all material respects the Group's financial position as at 31 December 2020 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



B POWERS
Partner
Date: 3 March 2021



PITCHER PARTNERS
Melbourne