

22 September 2021

Company Announcements Office  
Australian Securities Exchange  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

### **FY21 Annual Report**

Please find attached a copy of Codan Limited's FY21 annual report for release to the market.

Yours faithfully



Michael Barton  
Company Secretary  
On behalf of the Board

This announcement was authorised for release to the market by the Board of Directors.

Codan is a technology company that develops robust technology solutions to solve customers' communications, safety, security and productivity problems in some of the harshest environments around the world.

### **FOR ADDITIONAL INFORMATION, PLEASE CONTACT:-**

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ANNUAL REPORT 2021

**Innovation**  
wherever you are





# Innovation wherever you are



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**Codan Limited**  
ABN 77 007 590 605

## Annual General Meeting

The meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 399-977-515

At Codan, our purpose is to create long-term shareholder value through the design, development and manufacture of innovative technology solutions.

We work with customers in over 150 countries, providing metal detecting and communications solutions for some of the harshest environments on earth.



# FY21 SUMMARY

Record statutory net profit after tax

**\$90 million**

An increase of **41%**

Highest full-year sales in the company's history

**\$437 million**

Return on equity

**36%**

Underlying earnings per share

**54.0 cents,**  
up **52%**

Annual dividend

**27.0 cents**

fully franked  
(interim 10.5, final 16.5)

Communications capability expanded with **two recent acquisitions**

**Excellent cash generation;**

close to zero net debt at year end after acquisition purchases

Metal Detection delivered **another record sales year** in both recreational and gold mining

**Sold the Minetec business**

to Caterpillar

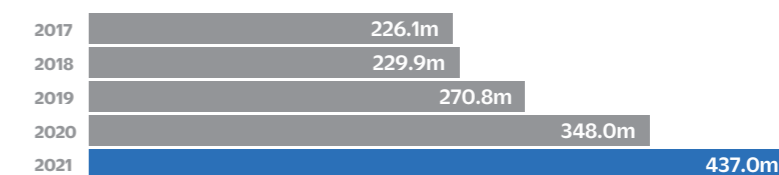
## CODAN LIMITED

Founded in 1959 and headquartered in South Australia, Codan Limited (ASX:CDA) is an international company that develops rugged and reliable electronics solutions for government, corporate, NGO and consumer markets across the globe.

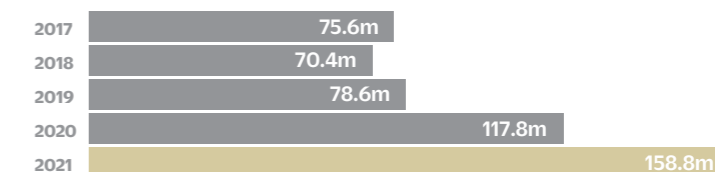
Codan's technologies include metal detection and communications.

We have approximately 735 employees located in Australia, Canada, the USA, the United Kingdom, Ireland, the UAE, Singapore, Denmark, Brazil and Mexico. Our marketing reach embraces activity in over 150 countries, with exports accounting for more than 85% of our sales.

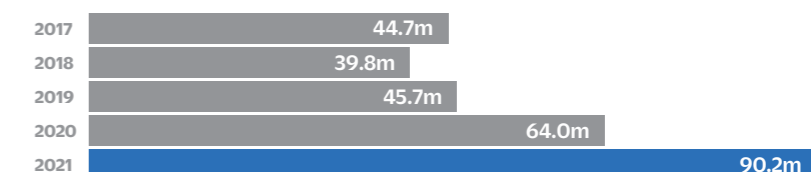
Operating revenue  
**\$437.0m**



EBITDA  
**\$158.8m**



NPAT  
**\$90.2m**



Results for the year ended 30 June	2021	% of sales	2020	% of sales	2019	% of sales	2018	% of sales	2017	% of sales
Revenue										
Communications	\$95.5m	22%	\$104.0m	30%	\$77.6m	29%	\$56.5m	25%	\$70.9m	31%
Metal Detection	\$326.5m	75%	\$236.4m	68%	\$182.1m	67%	\$164.0m	71%	\$148.0m	66%
Tracking Solutions	\$15.0m	3%	\$7.6m	2%	\$11.1m	4%	\$9.4m	4%	\$7.2m	3%
Other										
<b>Total revenue</b>	<b>\$437.0m</b>	<b>100%</b>	<b>\$348.0m</b>	<b>100%</b>	<b>\$270.8m</b>	<b>100%</b>	<b>\$229.9m</b>	<b>100%</b>	<b>\$226.1m</b>	<b>100%</b>
<b>EBITDA</b>	<b>\$158.8m</b>	<b>36%</b>	<b>\$117.8m</b>	<b>34%</b>	<b>\$78.6m</b>	<b>29%</b>	<b>\$70.4m</b>	<b>31%</b>	<b>\$75.6m</b>	<b>33%</b>
<b>EBIT</b>	<b>\$139.8m</b>	<b>32%</b>	<b>\$89.6m</b>	<b>26%</b>	<b>\$63.4m</b>	<b>23%</b>	<b>\$53.7m</b>	<b>23%</b>	<b>\$61.5m</b>	<b>27%</b>
Interest	(\$1.1)m		(\$0.6)m		(\$0.1)m		(\$0.5)m		(\$0.8)m	
<b>Net profit before tax</b>	<b>\$138.7m</b>	<b>32%</b>	<b>\$89.0m</b>	<b>26%</b>	<b>\$63.3m</b>	<b>23%</b>	<b>\$53.2m</b>	<b>23%</b>	<b>\$60.7m</b>	<b>27%</b>
Taxation	(\$41.4)m		(\$25.0)m		(\$17.6)m		(\$13.4)m		(\$16.0)m	
<b>Underlying net profit after tax</b>	<b>\$97.3m</b>	<b>22%</b>	<b>\$64.0m</b>	<b>18%</b>	<b>\$45.7m</b>	<b>17%</b>	<b>\$39.8m</b>	<b>17%</b>	<b>\$44.7m</b>	<b>20%</b>
<b>Non-recurring income/ (expenses) after tax*:</b>										
Acquisition related expenses	(\$5.2)m									
Restructuring expenses	(\$1.9)m									
<b>Net profit after tax</b>	<b>\$90.2m</b>		<b>\$64.0m</b>		<b>\$45.7m</b>		<b>\$39.8m</b>		<b>\$44.7m</b>	
Earnings per share, fully diluted	49.8c		35.3c		25.3c		22.1c		24.9c	
Ordinary dividend per share	27.0c		18.5c		9.0c		8.5c		7.0c	
Special dividend per share	- c		- c		5.0c		4.0c		6.0c	
Return on equity	1	<b>36%</b>	28%		23%		23%		29%	

\* Non-underlying income/(expenses) are considered to be outside of normal business activities of the group and for comparability reasons have been separately identified. Underlying profit is a non-IFRS measure used by management of the company to assess the operating performance of the business. The non-IFRS measures have not been subject to audit.

### Notes:

1. Return on equity is calculated as net profit after tax divided by average equity

# CHAIRMAN'S LETTER TO SHAREHOLDERS

It is pleasing to be able to comment on another very successful year for your company. The profit achieved in FY21 was an all-time record by a large margin. Cash flow was strong and we ended the year with close to zero net debt, notwithstanding the circa \$174 million spent on acquiring the Domo Tactical Communications (DTC) and Zetron businesses during the year.

From the board's perspective, the most pleasing aspect of our result was the consistent performance, month on month, throughout the entire year.

Covid-19 continued to impact our Communications businesses and in particular, Tactical Communications. Donald has provided some real insights into each of our business units in his report.

Our strategy is clear. We will strengthen our core businesses through product development, partnerships and acquisition integration. Acquisitions that allow us to evolve to a more integrated and more sustainable, balanced business will be pursued and we will invest in core and emerging technologies to provide a pipeline of truly differentiated capabilities.

In FY22 we will be focussed on investing in, and integrating the DTC and Zetron businesses, whilst continuing the significant new product development investment in Minelab. History shows that many acquisitions fail to deliver their full value for a variety of reasons. We have spent considerable time and money in developing a repeatable acquisition justification and integration process, with a particular focus on market knowledge. Process does not guarantee success, but it certainly helps. It is early days, but both acquisitions are proceeding in line with the approved integration and profit plans. Covid-19 is presenting some challenges, particularly in terms of travel, but these were understood and planned for when developing our integration plans. We will be able to provide a more comprehensive update at the AGM.

Your board is mindful of the fact that we have a growing presence in North America and Europe. We now have around 300 employees in USA and Canada and well in excess of 100 in Europe as a result of the recent acquisitions. We have commenced a director search with an initial focus on the USA, as we believe an engaged director based there will be very advantageous.

**David Simmons**  
Chairman

Since 2014 we have grown EBIT across the business from around \$14 million to \$130 million this year. In 2014, the challenge was to regain market credibility by improving our profitability three years in a row. Since then we have set challenges for our executive team in three year blocks. This has linked in nicely with our 1000 day rolling growth strategy (or strategic plan) and our Long Term Incentive (LTI) scheme. I am delighted that the executive team members have been able to see the value of the shares issued under the LTI scheme significantly increase as a result of their endeavours. They are truly invested shareholders. We would like the LTI scheme to continue to reward consistent growth over time. The practice of setting hurdles largely based on average profitability over a three year period and then incorporating challenging, but not unrealistic growth targets to determine LTI share awards will continue.

Codan is a fundamentally different business today compared to 2014. Everything we do is aimed at enhancing shareholder value. We really appreciate your support and look forward to providing an update on our current year trading at the AGM in October.



**From the board's perspective, the most pleasing aspect of our result was the consistent performance, month on month, throughout the entire year.**





# CEO's REPORT

I am very pleased to report that Codan has again achieved its highest ever level of sales and profit, despite some challenges associated with travel restrictions and deferred project spending in some of our markets.

Underlying net profit after tax was \$97 million for the year on group sales of \$437 million. The company declared a fully franked final dividend of 16.5 cents per share, following on from the 10.5 cent per share fully franked interim dividend. This resulted in a total dividend of 27 cents for the full year, an increase of 46% over FY20.

The result was driven primarily by the growth in both gold detector and recreational metal detector sales across most of our markets as a result of our strategy to strengthen and invest in our core business through releasing new products and broadening our geographic footprint.

During FY21, the group incurred \$7.1 million after tax in one-off expenses relating to costs associated with making two acquisitions and the related restructuring. The board is pleased with the initial integration of both acquisitions and we expect

to achieve the FY22 EBITDA contributions of \$14 million and \$8 million for Domo Tactical Communications (DTC) and Zetron respectively, as previously announced.

Cash generation was excellent with close to zero net debt at year end after funding circa \$174 million for acquisitions (excluding the costs incurred to execute these acquisitions).

In FY21, we invested in excess of \$30 million in engineering in order to further diversify our revenues through new product introductions. This will ensure that our products remain leading-edge, continue to drive future growth and position us to take further market share from competitors.

## Metal Detection – Recreational, Gold Mining and Countermine

Minelab delivered another record performance during the last 12 months, with sales increasing 38% to \$327 million. The business achieved significant growth across all market segments with recreational and gold mining having record sales years and Countermine sales increasing 34% on FY20.

In recreation, our strategy to develop lower priced detectors, using our Multi-IQ<sup>®</sup> technology has allowed Minelab to grow its market share and successfully penetrate a number of big box retailers. The VANQUISH<sup>®</sup> product, now in its second year, has exceeded all expectations. Traditionally, Minelab has focused almost exclusively on high end detectors and by extending our product portfolio to include entry level and mid-market segments, we have been able to gain market share, as well as grow the total size of the market. Minelab's presence in big box retail stores across North America has grown, providing significant brand awareness and accessibility to our products.

In artisanal gold mining, Minelab continued to grow across its entire product range, with our detectors achieving market leadership across all price points. The Gold Monster<sup>®</sup>, which was designed to withstand the harsh African environment, has become the machine-of-choice at the entry level and we continue to see customers upgrade to the top-of-line GPZ 7000<sup>®</sup>.

Minelab released the GPX 6000<sup>®</sup> in the second half of FY21 and we expect this product to become the bestselling high-end gold detector over the next one to two years. Initial feedback from the market has been very positive and with production now reaching targeted levels, GPX 6000<sup>®</sup> is expected to make a significant contribution to Minelab's sales in FY22.

During FY21, Minelab launched the MF5<sup>®</sup>, a Countermine detector based on our Multi-IQ<sup>®</sup> technology, which is also incorporated into our successful MDS-10<sup>®</sup> dual sensor detector. Minelab now offers the latest metal detection technology across both single and dual sensor requirements.

As the market leader in metal detectors, our investment in product development remains a priority, so that we can continue to widen the technology gap between Minelab and our competitors. The unique and distinctive technology embedded within our metal detectors underpins the success of this business.





**Communications – Tactical, DTC, Zetron and LMR**

As expected, Codan Communications sales reduced by \$8.5 million compared to FY20. Whilst the LMR business achieved another record performance, the Tactical Communications business continued to be impacted by COVID-19. Deferred government programs due to health spending priorities and the inability to travel freely restricted our efforts to develop and close new business.

The recent acquisition of DTC for a consideration of \$114 million is an important acquisition that adds leading edge technology to our communications solutions. Our strategy is to provide a total solution by transitioning from a traditional voice platform to one including data and video. This acquisition will supplement our traditional HF business and provide another significant revenue stream, particularly in the large North American market.

DTC's MIMO Mesh products provide wireless transmission of video and other data applications, which are complementary capabilities to our existing Tactical Communications solutions. We have realised immediate synergies by integrating the sales and marketing teams of both DTC and Codan. This will allow us to access new geographic routes to markets by leveraging Codan's existing global distribution channels into the developing world. Over the long term, our combined engineering capabilities will allow us to bring unique value to a diverse global customer base from military to security to broadcasting.

By continuing to transition into larger systems projects, we achieved another record sales year for our LMR products. Our LMR customers predominantly reside in North America and as such, travel and the ability to close sales have been less affected by COVID-19.

The strategy for LMR has been to expand into adjacent technology solutions and in April 2021, we announced the Zetron acquisition for a consideration of \$60 million. Zetron's technology solutions provide the software that is used in control centres to receive and triage incoming calls and then communicate with public safety first-responders. Our merged LMR and Zetron businesses will operate under the Zetron brand in the future. The integration of the two operations has commenced and is progressing as planned.

In FY22, the focus will be on integrating the new businesses and realising the planned sales and cost synergies.

**Tracking Solutions – Minetec**

In June 2021, Codan entered into an agreement to sell 100% of the shares in Minetec to Caterpillar Holdings Australia.

Under Codan's ownership, the Minetec business had not scaled to a level that supported the ongoing investment required for a technology-based business. As a result, the board undertook a strategic review of the business. While the technology developed by Minetec is world class, the board concluded that Codan was not the best owner and therefore the decision was made to sell the business.

This transaction was settled on 1 July 2021 for a consideration of \$18 million with an earn out in place for the next five years.

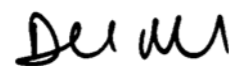
**Our People**

Once again, the record results this year could not have been achieved without the willingness of our people to adapt to an ever-changing landscape, where snap lockdowns and changed working conditions were the new norm. We have all found new ways to work and communicate remotely and these valuable lessons will be carried forward to ensure that our business continues to be flexible and agile.

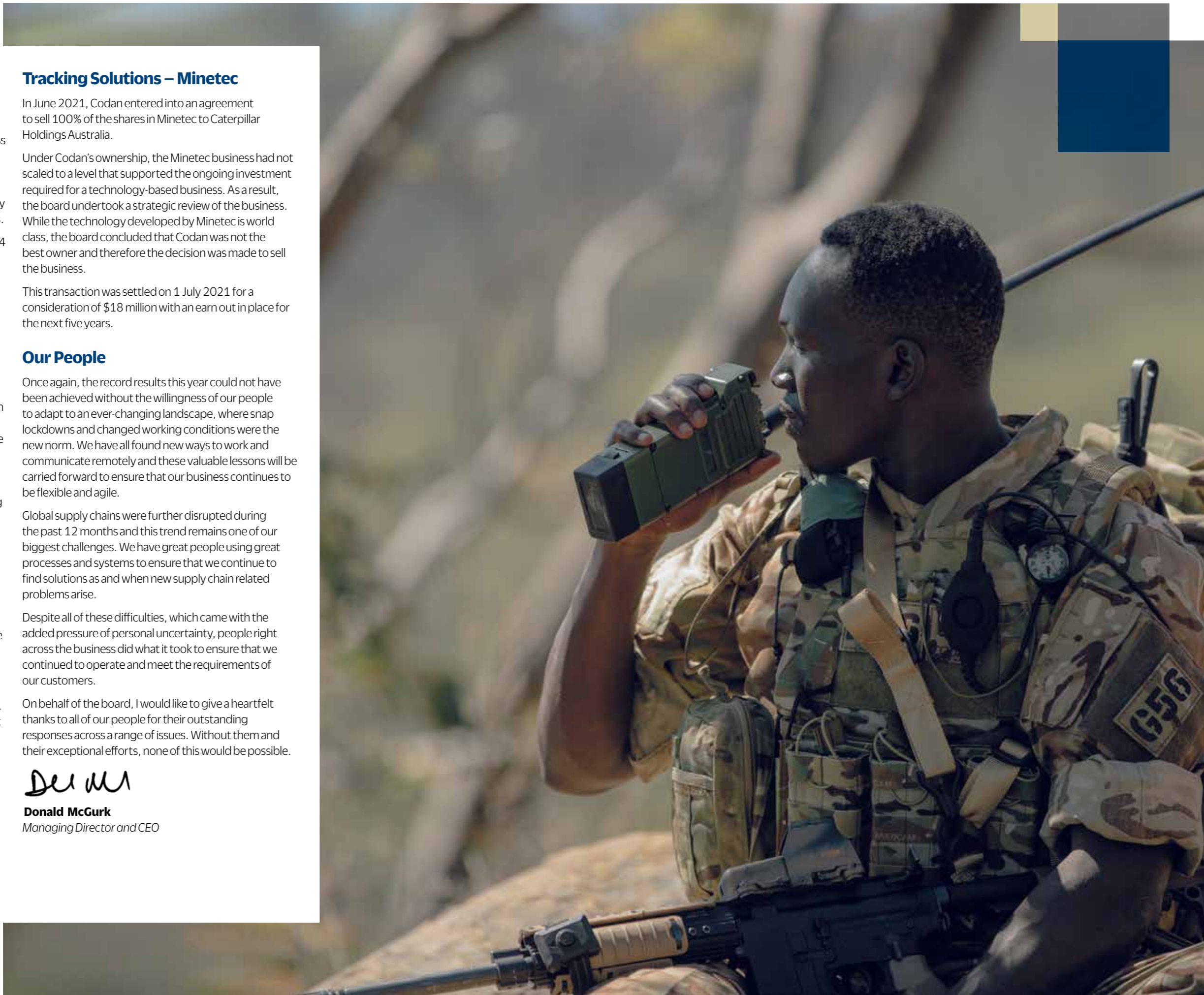
Global supply chains were further disrupted during the past 12 months and this trend remains one of our biggest challenges. We have great people using great processes and systems to ensure that we continue to find solutions as and when new supply chain related problems arise.

Despite all of these difficulties, which came with the added pressure of personal uncertainty, people right across the business did what it took to ensure that we continued to operate and meet the requirements of our customers.

On behalf of the board, I would like to give a heartfelt thanks to all of our people for their outstanding responses across a range of issues. Without them and their exceptional efforts, none of this would be possible.

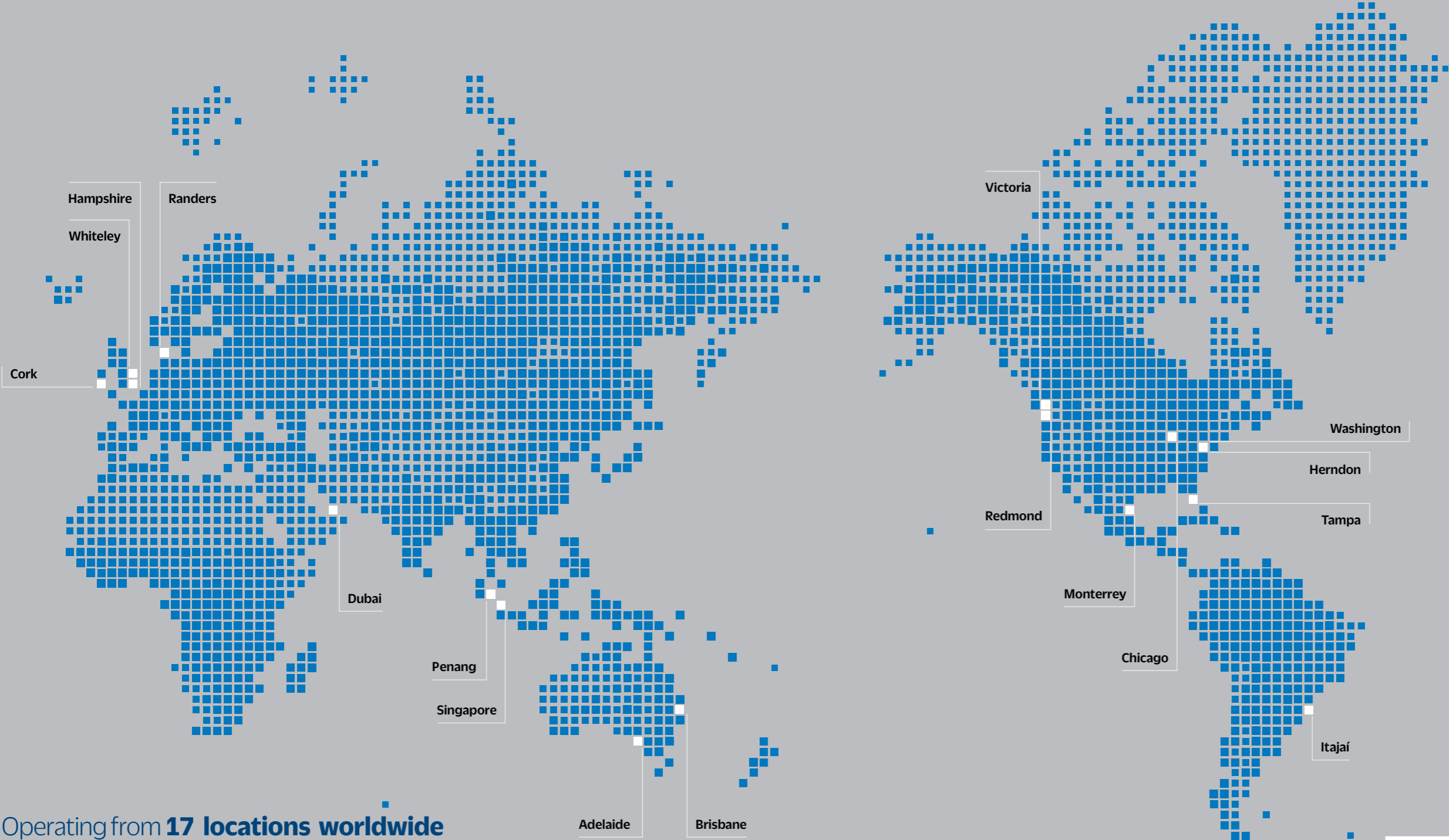


**Donald McGurk**  
Managing Director and CEO



# GLOBAL LOCATIONS

## SELLING INTO 150 COUNTRIES WITH OPERATIONS ACROSS THE GLOBE



Operating from **17 locations worldwide**  
Employing **735 staff**

OFFICES  
MANUFACTURING  
ENGINEERING

<b>Australia</b>			
Adelaide, South Australia	■	■	■
Brisbane, Queensland	■		■
<b>Europe</b>			
Cork, Ireland	■		
Hampshire, UK	■		■
Whiteley, UK	■	■	■
Randers, Denmark	■	■	■
<b>USA and Canada</b>			
Chicago, Illinois	■		
Herndon, Virginia	■	■	■
Redmond, Washington	■	■	■
Tampa, Florida	■	■	■
Washington, DC	■		
Victoria, British Columbia	■	■	■
<b>Central and South America</b>			
Itajaí, Brazil	■		
Monterrey, Mexico	■		
<b>Asia and South East Asia</b>			
Dubai, United Arab Emirates	■		
Penang, Malaysia		■	
Singapore	■		





## MINELAB IS THE **WORLD LEADER** IN PROVIDING METAL DETECTION TECHNOLOGIES FOR **RECREATION, GOLD PROSPECTING** AND **HUMANITARIAN AND MILITARY** REQUIREMENTS.

Through our dedication to research and development, innovative design and production quality, Minelab is the world-leading manufacturer of handheld metal detection products. Over more than 30 years, Minelab has introduced more innovative and practical technology than any of our competitors and has taken metal detection technology to new levels of excellence.

Minelab employs the largest and most experienced metal detection research and development team in the world, developing technologies that are consistently superior to those of our competitors. Our new products, including the latest premium gold detector to join the Minelab range, the GPX 6000®, are a reflection of the world-leading engineering development that is undertaken at Minelab.

Minelab's leading edge technology is strengthened through our direct regional engagement and support. This year Minelab expanded its presence in Central and South America with the opening of a sales office in Mexico along with significant investment in our Brazil office, now in its fourth year of operation. With the regions well known for gold prospecting opportunities, Minelab's presence on the ground has also boosted the market for recreation products. Within the past year, we have signed on a significant number of additional dealers, introduced our products into retail stores, and launched an e-commerce platform in Brazil. We plan to further grow such emerging markets in the year ahead via additional investment in this region and across the Asia Pacific.

### FY21 Summary

- Fourth consecutive year of record sales with growth across all markets and market segments
- Opened a new sales office in Mexico to focus on both gold mining and recreation markets
- Launched a direct to consumer e-commerce platform in Brazil for recreation products
- Premium gold detector, GPX 6000® and Countermine metal detector, the MF5®, released to market

### FY22 Objectives

- Get back on the ground in Africa to further build on the launch of the GPX 6000®
- Increase customer service training and support with dealer network across Africa
- Drive customer engagement to build on the relationship with our loyal Minelab enthusiasts
- Continue the expansion of our retail distribution channels across all markets
- Increase engineering expenditure to capitalise on a pipeline of new product opportunities
- Increase investment across the Asia Pacific region which presently has a low penetration of metal detecting activity





## Recreation – all targets, all soils, all the time

Minelab's initial success was built on the superior performance of our products sold into the developed economies of Australia, North America, Europe and Russia. Our customers' interests range from metal detecting as a casual activity, as a hobby and passion, as a sport, or in some cases, as a source of income. Our comprehensive range includes gold detectors for prospectors and recreation detectors used to find jewellery and artefacts.

With socially-distanced activities now embedded into our way of life, we have seen the metal detecting market grow in size. Minelab's easy to use products make it a simple choice for new consumers to take up this hobby and choose Minelab in the process. This has been backed by the growth in our entry level detector, the VANQUISH®, now in its second year of sales. Across North America and Europe, our presence has significantly grown, making it readily available for new consumers to adopt, and will place our detectors into more retail outlets in FY22.

Whilst experiencing growth in Europe and Russia in FY21, there is still room for greater inroads into the retail distribution channels. With the expectation of an ease in travel restrictions in FY22 Minelab is optimistic for further growth in this market.

## Small-scale gold mining – striking gold

Minelab's world-leading gold detection technology continues to revolutionise the way small-scale gold miners around the world prospect for gold. Global artisanal mining areas tend to have relatively young populations which when coupled with high unemployment rates tends to lend itself to the expansion of artisanal small-scale miners in gold bearing regions.

These artisanal gold miners have previously used traditional and often environmentally damaging mining techniques to find gold. Minelab's metal detectors are changing the way gold is extracted. Minelab's detectors add accuracy and efficiency to finding and extracting gold, chemical free, and deliver a rapid return on investment to the user.

Our team offer a high level of product training and support to our extensive dealer networks in artisanal mining countries so they can, in turn, pass this onto their end users to get the best performance from their detectors. The strength in this dealer network has been invaluable in FY21 as our dealers continued to support our customers on the ground whilst travel restrictions have limited our direct engagement.

We will continue to build this capability with our regional accredited service centres whose trained technicians provide maintenance and technical support for our end users.

Minelab launched a premium gold detector, GPX 6000®, in the second half of this financial year. The detector is the easiest and lightest high performance detector on the market with performance near to the renowned GPZ 7000®. It features GeoSense Pulse Induction technology, which responds to ground signals with great clarity and precision, and also accurately isolates and reports gold signals in the most difficult environments. We were able to launch this new detector via a set of virtual dealer conferences, including presentations, training videos, Q&A and information sessions and within the coming year we will continue to promote the benefits of the GPX 6000® to dealers and customers.

With travel restrictions easing, we will also directly re-engage with our emerging markets to establish a dealer network, to drive further growth.

## Countermine – all mines, all soils, all conditions

Minelab's detectors are widely recognised for locating landmines and explosive remnants of war as well as the detection of improvised explosive devices (IEDs). The Countermine business is strategically important to Minelab, with the continual development of leading edge technology and products often being driven from our Countermine activities.

This year Minelab launched the MF5®, our newest single sensor Countermine detector based on our Multi-IQ® Simultaneous Multifrequency technology. Using the same metal detection technology as the successful MDS-10® (a dual sensor combining metal detection and ground penetrating radar), Minelab can now compete for and supply the market's requirements for both dual and single sensor detectors with the latest metal detection technology incorporated. Subsequent international independent trials confirmed the MF5's® superior detection performance on landmines, improvised explosive devices, wires and artefacts of war. Consequently, in October 2020 Minelab secured a substantial contract to supply the MF5® to a European military displacing an incumbent European supplier. Minelab's Countermine detectors are manufactured in Adelaide and are supplied to humanitarian demining non-government organisations, commercial demining companies and militaries across the globe.





## FIND BIG AND SMALL GOLD IN ALL SOILS

Minelab's GPX 6000<sup>®</sup> is the fastest, lightest, and simplest way to find all types of gold in one machine. With automatic features and an easy-to-use interface, the GPX 6000<sup>®</sup> is ready to find gold from the moment it's switched on. Powered by GeoSense-PI<sup>®</sup> (Pulse Induction) technology, the detector continuously adapts to changing soil conditions during use, tracking the conditions automatically. There's no need to adjust any settings; simply swing the detector and find gold.

Geo Sense-PI<sup>®</sup> precisely analyses gold signals while eliminating ground signals, enabling beginners to become experts easily, and all hunters to hear all gold pieces at depth – even in mineralised soils. Geo Sense-PI<sup>®</sup> technology responds to ground signals with clarity and precision, accurately isolating and reporting gold signals in the most difficult environments – even those once considered undetectable. It rapidly suppresses unwanted signals via three overlapping feedback systems for superfast responsiveness to all gold pieces. This places anyone swinging the GPX 6000<sup>®</sup> completely in tune with the ground they are hunting.

The detector is engineered so the user may detect longer, with premium ergonomics that contribute to a more comfortable and lighter swing. Weighing only 2.1 kg (4.6 lbs), the new Minelab GPX 6000<sup>®</sup> incorporates serious features like carbon fibre shafts, a streamlined and intuitive control box, signature U-Flex<sup>™</sup> armrest, and a new Li-Ion quick-release rechargeable battery. Delivering up to eight hours of operation on a single charge, the new lightweight battery design ensures the GPX 6000<sup>®</sup> doesn't limit users.

The GPX 6000<sup>®</sup> includes a versatile 11" Monoloop coil for an ideal balance between ground coverage and pinpointing small gold pieces, as well as a larger 14" Double-D coil to detect gold accurately in the saltiest and noisiest of environments. Both included coils are waterproof to 1 metre. For more versatility, the new GPX<sup>®</sup> 17 17" x 13" elliptical Monoloop coil option is available as an accessory.

Tested in harsh gold field environments worldwide, the GPX 6000<sup>®</sup> is both durable and reliable. It withstands both extreme heat and heavy rains. From professional prospectors in outback Australia to new gold miners in Africa, the GPX 6000<sup>®</sup> combines the best all-round performance on gold big and small, detected in shallow soil and at extreme depth – with the best all-round detecting experience.

**“Two days, 93 pieces, 17.56g – most over old ground and patches that I’ve been over with my GPX 5000<sup>®</sup>. The GPX 6000<sup>®</sup> doesn’t miss anything.”**  
*Field Tester, Australia*







CODAN COMMUNICATIONS OFFERS A FULL SUITE OF SOLUTIONS TO SERVICE WORLDWIDE **DEFENCE, PEACEKEEPING, HUMANITARIAN, COMMERCIAL, BROADCASTING, SECURITY, PUBLIC SAFETY, AND PUBLIC SECTOR** MARKETS.

Our mission is to provide complete communications solutions that allow our customers to be connected so that they can save lives, protect assets, ensure security and support their local needs.

With more than 60 years in the business, Codan Communications has earned a reputation for quality, reliability and customer satisfaction, producing innovative, interoperable and industry-leading technology solutions.

With deployments in more than 150 countries and all 7 continents, Codan Communications continues to enhance its world-class product and solutions design, development and implementation capability.

Our focus is firmly on delivery to our customers as we give them the power to respond and be connected in the most testing conditions in the moments that matter.

Codan's Communications business continued its transformation this year, with record organic growth from our land mobile radio (LMR) business and the recently announced acquisitions of Domo Tactical Communications (DTC) and Zetron, both taking effect in May 2021.







**FY21 Summary**

- Acquired Zetron, a global leader of mission critical command and control solutions
- Acquired DTC, a provider of secure networking and communications solutions for military, law enforcement, and commercial customers
- Another record year of LMR sales
- Delivered our largest order on record of Sentry units to an African military customer
- Released Cascade™ to the market and received orders for multiple Cascade™ solutions

**FY22 Objectives**

- Leverage existing Tactical and DTC sales networks to promote total systems solutions
- Pursue opportunities with large defence programs
- Target markets outside our core utilising our existing technology and expertise
- Substantially progress the integration of Zetron
- Enhance Zetron's international go to market strategy to grow our systems and services business
- Commence development of next generation command and control solutions

LMR sales were the highest on record for a consecutive year, due to strong demand for our MT4E product line, large federal orders for our transportable stratus solution, and the successful staging and delivering of three major systems across three countries in the United States. We were able to take market share from our competitors with the award of those three major projects with key differentiators being efficient lead times due to tight control on our supply chain, a weighted focus on account management and customer support, and investment of people on the ground in the region.

In May 2021, we finalised the Zetron acquisition, and have since re-branded our existing LMR business as Zetron, and have commenced integration with one go to market sales team across The Americas. Our strategy, with the newly acquired Zetron products and services, is to continue the pursuit of larger project systems business while building a compelling services portfolio. The future growth of our combined Zetron solutions will be enabled by the Cascade™ software-defined networked communication solution, the added value of command and control solutions, along with the synergy benefits of leveraging a broader sales team. By the end of FY22 we expect to substantially complete the integration of Zetron.

A significant portion of revenue in the Tactical Communications business is derived from spend in the military, defence and security markets in developing countries. In this last year, many developing countries have redistributed budgeted

communications spend to aid in combatting the global pandemic, Covid-19. This redirection of funds has meant the timing of communications systems projects has been delayed. Our business development team continue to focus on these emerging markets, including the G5 African region, using technology and our global footprint to provide product demonstrations, trainings and briefings to engage and support our loyal dealer and customer base.

In FY21 the Tactical Communications business was awarded the contract to deliver the largest single shipment of Sentry-H™ radios on record to an African military customer. We have also sold the Sentry-H™ to a Special Forces customer within NATO. Customer feedback has been exceptional which has prompted other countries within NATO to express interest.

Our Tactical Communications solutions offering has been greatly enhanced with the recent acquisition of DTC. We are now able to provide total communications solutions via the addition of DTC's data and video communication capabilities. We have merged the two sales teams to allow us to immediately promote our total solution offering across Codan's global distribution channels.

DTC's product range extends further than the tactical market. With solutions across wireless video and IP, covert audio and video and command and control systems, which provides real time situational awareness, this opens up new markets for our Communications business, including the broadcast market.





**COMMAND AND CONTROL**



**UNMANNED SYSTEMS**



**BROADCAST**

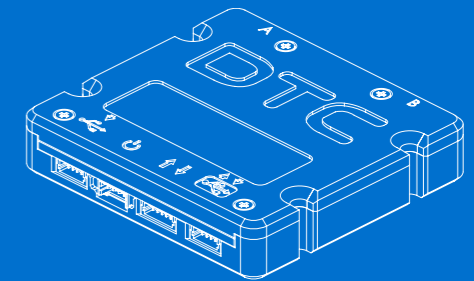


**SAFE CITIES**

**DOMO TACTICAL COMMUNICATIONS VIDEO & IP**

DTC's Video & IP ensures real-time video, audio and meta-data surveillance systems by networking capabilities that leverage proprietary IP mesh technology and COFDM waveforms and are applied across several markets including law enforcement, TV Broadcast for news, live sports and entertainment.

The unmanned systems market also provides significant opportunity with DTC's smallest and smartest SDR transceiver. Weighing just 24g, this SDR radio can be fitted on devices such as drones to broadcast cameras at sporting events and provides real-time video from the remotest of locations.



Codan images to the left show the breadth of market diversity that DTC brings to the portfolio.

**COMMAND AND CONTROL**

Software solutions providing single point-of-data management, as well as two-way communications capabilities.

- Defence
- Homeland
- Federal Agencies

**UNMANNED SYSTEMS**

Enabling fully mobile communications and data for "On-the-Move" applications across land, sea and air.

- Defence
- Law Enforcement
- Broadcast

**BROADCAST**

Delivering innovative live content while reducing personnel and rigging time.

- TV Broadcast
- Live Sports
- Live News

**SAFE CITIES**

Real-time, recorded video, audio and meta-data surveillance systems.

- Law Enforcement
- City Security
- Federal Agencies



## SYDNEY AIRPORT DELIVERS WORLD-CLASS AIRPORT EXPERIENCE WITH ZETRON'S INTEGRATED COMMUNICATIONS & CONSOLE SYSTEMS

41 million passengers travel through the Sydney Airport each year, making it one of the most important pieces of infrastructure and an essential part of Australia's transport network. Keeping everyone connected, from the security personnel to airfield operations at Australia's busiest airport requires a reliable, yet flexible integrated communications system. Since 2005, Zetron's ACOM system has helped make sure travelers arrive safely and on-time to their destinations, 24 hours a day, seven days a week.

### World-Class Airport Experience

After years of operating with no major upgrades, the Sydney Airport set out to construct a brand new Integrated Operations Centre (IOC). With that came the need for a new Integrated Communications system. Although the current ACOM system proved to be just as reliable as it was over a decade ago, in order to integrate with the current digital services, the time came to upgrade.

After identifying their core requirements in the new system including, enhanced telephony functions, SIP telephony integration, console functionality on tablet PCs and an IP architecture, they began evaluating different systems.

### Don't Change a Winning Team

Being accustomed to the reliability and flexibility of the ACOM system, they found without question, Zetron and its resilient architecture, dedicated service and competitive bid was the clear winner. Not only could the new ACOM system meet their requirements, it allowed for a smooth migration thanks to its ability to keep the ACOM system fully functional during the migration period.

Keeping the ACOM system running was achieved with a temporary CSG (Conventional Services Gateway) from Zetron to facilitate both the new and old ACOM systems and retaining access to the shared radio resources. This allowed personnel to keep both systems fully functional for a period of time after migrating and the option to roll back to the old control centre if they needed to.

### The Future is Digital

With its unmatched reliability and flexibility, the new server based ACOM system gave the Sydney Airport the capacity to scale in the future and peace of mind it would last for years to come. Now they're more likely to migrate to a new digital radio platform in the future knowing it can easily be migrated.

With the addition of improved overall coverage, the new ACOM system helped achieve their goal of greater automation in terminal operations as well, while still being compatible with other agencies across the state.

### Training Day

As the new Integrated Operations Centre was up and running along with the new ACOM command-and-control system, the next phase was training. In order for everyone to get up to speed on all the new equipment, the train the trainer proved to be the quickest and easiest approach as well as allowing the operators to provide additional input on their GUI requirements at the same time, saving time and resources.

Located only eight kilometres from the city centre, Sydney Airport connects to more than 90 destinations worldwide. These connections rely on a resilient, fully redundant system to keep things moving safely. And with Zetron's ACOM command and control system, operators, as well as passengers from around the world can count on the Sydney Airport to help them reach their destinations.

**"We were incredibly thrilled to continue our relationship with Sydney Airports Corporation Ltd and contribute to their vision to deliver a world-class airport experience," said Ranjan Bhagat, vice president and general manager of Zetron Australasia. "Everyone's happy with how the project turned out and we're looking forward to serving them for years to come."**





**About this report**

This Sustainability Report covers the sustainability practises of the Codan Group across all its controlled entities during the year ended 30 June 2021. The Sustainability Report is published on 22 September 2021 as part of Codan’s Annual Report.

This year’s report is broken down into four main reportable pillars; Innovation, Social, Environment and Governance. In FY21 we engaged the assistance of an external consultant to facilitate a series of workshops with employees across the company to identify the material topics to be the focus of Codan’s Sustainability Report. We assessed this materiality on two criteria; what is material to our business as well as our stakeholders. We have included Innovation as a reportable topic for the first time this year, as our culture of innovation, and the way we protect our Intellectual Property, is fundamental to ensuring the longevity of our business.

The information has been compiled with the contribution of various leaders across the business. The Board Audit, Risk and Compliance Committee has approved the content within this report.

**CEO’s statement**

Now in its second year of production, Codan’s Sustainability Report continues its evolution as we become more aware of our sustainability practices and the subsequent impact on our long term business outlook. Developing a more sustainable business is at the heart of what we do, as is demonstrated by our ongoing investment in innovation and our people for over 62 years.

We recognise the need to continuously identify, respond to and manage risks, issues and opportunities that are important to our business and our stakeholders. As such, we will establish a regular Sustainability reporting framework via a Sustainability committee, and will formalise this report using the Global Reporting Index framework for FY22 reporting.



**Donald McGurk**  
Managing Director and CEO



**INNOVATION**

Promoting a culture of innovation is embedded in the way we do business. Our capabilities span across multiple engineering disciplines, including software, electronics and mechanical engineering. We also have a number of PhD-qualified physicists in our team. Our engineering teams ensure that technology is released to specification, on schedule and with appropriate Intellectual Property (IP) protection. This combination of core competencies allows us to continuously develop unique IP to solve our customers’ communications and detecting problems in some of the harshest environments.

**Creating our culture of innovation**

To continuously boost its innovative edge, the engineering team pursue new recruits which share a similar attitude, fit and desire to learn. Continuous improvement is facilitated through training, coaching, regular Innovation and Product Review forums, (where staff are able to pitch novel ideas), and regular one-to-one communication. This ensures an optimum path for our people to be “the best that they can be”, promoting freedom of thought and the desire to innovate and succeed. When designing new or improved products, the team looks beyond its own innovative ideas and strengths and seeks broad market research to help balance product capabilities. We also routinely seek customer feedback through our sales and distribution network, as well as talking direct to users, fuelling further thoughts for both innovation and general product improvement.

Codan’s reputation for quality is paramount to our success, and this is a testament to the efforts put into the research & development phase, along with the rigorous testing undertaken.

**In FY21 we invested in excess of \$30 million into R&D, and released five new products to market.**

**Intellectual Property**

Great lengths are taken to protect our Intellectual Property, with the use of patents. A registered patent provides our business with the exclusive right to commercialise it for the life of the patent. We use patents to protect an idea or process, the design, including visuals, and the brand/logo.

We also have a strong anti-counterfeit strategy, to protect the integrity of our brand and products. We enforce this by using a third party to actively search for and pursue sites selling fake Minelab products.

During the period we analysed **14,925 listings** on **55** online marketplaces removing **12,694** infringing listings – for a **99.99%** success rate

**PILLARS**



**INNOVATION**



**SOCIAL**



**ENVIRONMENT**



**GOVERNANCE**



**Silversaver®**

Minelab is about to launch an innovative product which sits adjacent to its core metal detecting business. Minelab was approached to design and manufacture a piece of equipment to sit on top of a restaurant bin, utilising its metal detection technology, to capture all cutlery to prevent loss of product for restaurateurs.

After our own internal research was conducted, we confirmed this was a problem for restaurateurs, who tasked staff to sort through rubbish at the end of the night to retrieve any cutlery accidentally thrown away. Restaurateurs often had to re-order cutlery, resulting in additional time and expense for the business, not to mention the environmental impact.

With the Silversaver® 1000 retailing for US\$899, and the Silversaver® 200 for US\$499, it is a relatively small investment for the restaurateur with a quick payback. The Silversaver® series will be available for sale in the North American market in the first half of FY22.



**SOCIAL**

**Core Values**

-  Can-Do
-  High Performing
-  Customer Driven
-  Openness & Integrity

Codan's core values are a shared set of principles that shape our company culture and ultimately enable us to achieve our organisational goals. We strive for our values to help guide our day-to-day decisions and provide the framework for not only what we do, but more importantly, how we do it. Our company's core values underpin our core purpose of delivering superior shareholder value by growing a lasting and innovative organisation that consistently creates outstanding customer experiences.

Codan seeks to employ individuals who align to and genuinely relate to our core values, and encourages all staff to help bring these values to life through their everyday interactions with one another.

Codan has continued its partnership with Next Level Elite, a South Australian organisation which supports athletes in broadening their professional goals to make the most of their athletic success.

Athletes meet with selected Codan employees to share cross-skills and collaboration.

**"My mentor brings a unique perspective on how to achieve success and build resilience, which I've found beneficial in my professional and personal endeavours."**

*Codan employee*

**Workplace Diversity**

Codan is committed to promoting a culture that supports the development of and embraces a diverse mix of employees throughout all levels of the organisation.

Codan recognises that our success is directly related to our people. Our people reflect a growing diversity, with different gender, ages, family status, cultures, ethnicities, and religions represented among our employees. Research shows that a diverse work force is strongly linked to high performing teams, and we see evidence of that at Codan through innovation, product development and our global workforce.

Codan's purpose to "deliver innovation wherever you are", can only be achieved through the wide range of talent, experience, skills and perspectives of our employees. We recognise that this is reinforced by ensuring that our diversity is reflected throughout all levels of the organisation.

Codan continues to monitor our diversity profile, review our recruitment and development processes and challenge ourselves to understand our employees better, so that all our employees have the ability to succeed and meet their potential. Codan is committed to sustaining an inclusive environment where our people feel part of the team and contribute to Codan's wider success.

In FY21 we issued a non-compulsory Diversity and Inclusion survey, which sought feedback across the business to gauge our strengths and areas for improvement. With a 75% completion rate, the group scored highly for "Fairness" and "Belonging". Specific focus areas for improvement were actioned across specific departments and/or business units.





The board work with management to set specific gender equity targets ahead of each financial year. All objectives were met for FY21. It was pleasing to note that the percentage of females hired for technical and leadership roles more than doubled versus the previous year. The board have set an objective to achieve 30% of each gender for directors by FY26.

In FY20, we introduced a paid maternity leave program. Since its introduction, all staff who have taken advantage of the policy have returned to work.

Gender representation	30 June 2021		30 June 2020	
	Female (%)	Male (%)	Female (%)	Male (%)
Board	20%	80%	20%	80%
Senior executive	0%	100%	0%	100%
Senior management	27%	73%	30%	70%
Other	30%	70%	26%	74%
Whole workforce	29%	71%	27%	73%

In FY21, voluntary turnover was **under 6%**, which is pleasing to report **against a benchmark of 10%**.

### Health, Safety and Wellbeing

Throughout another year of disruption due to Covid-19, the health, safety and wellbeing of our people remain of utmost importance. We continue to provide flexible work arrangements, with work from home checklists to ensure staff are working safely at home. We encourage staff to remain connected to one another, and look after their mental health. Staff have access to confidential counselling support if required.

Head office provides voluntary flu shots for staff, and has an onsite gym. The in house café located at our head office provides meals which are subsidised by Codan. This staff benefit encourages our people to get away from their desk and mingle with others and to enjoy our canteen and courtyard facilities. The 'Stark Tower' meeting room is configured with dual AV, phone, game console, child friendly games and toys so that a child can be brought to work and staff are able to work in the room at the same time.

We maintain an effective Work Health and Safety System that is integral to our business processes and are accredited to OHSAS 18001 and AS/NZS 4801 Occupational Health and Safety Management Systems.

#### FY21 Workplace, Health & Safety Statistics

Lost Time Injuries (all now resolved)	3
Near misses	14
Incidents	24



### Learning & Development

Codan continues to focus on growing our own future leaders and building capability by providing all employees with high-quality learning experiences and development opportunities. We utilise a number of tailored training approaches, including short courses on our online Learning Management System, a platform which houses various mandatory and optional training content for all staff to access. Some business units accessed micro-learning content provided by Adelaide Uni, and we held two global leadership workshops throughout the year; a Leaders Mindset program for 100 staff, and Emotional Intelligence, for 50 staff.

Learning and Development spend **\$504,000**

In FY21, our **learning and development spend equated to 1% of staff costs, in line with previous years.**

Codan launched a mentoring program this year. The aim of this voluntary program is to develop the career pathways and leadership capabilities of our team within Codan, aligning with our culture of collaboration and leadership development. The mentoring partnership runs for 12 months, and includes a mix of formal and informal meetings. Whilst the program is still in its infancy, initial feedback is positive, with 89% noting that the mentoring partnerships meet their needs.

#### Codan Mentoring Program



**"I think this is a great program and I love how everyone, including the most senior management, are supportive of the time we are investing in it."**

**"My mentor has challenged me to drastically rethink my approach to career progression and people management, something that has already paid off significantly in my work life."**

In building our future capability, Codan also offers selected candidates a four year apprenticeship within our head office at Mawson Lakes, and also offer internships across the business.

### Our Customers

Codan's commitment to its customers is second to none. We pride ourselves in the highest of customer satisfaction. We aim to get as close to the end user as possible, by establishing global offices in our markets, to where possible, being on the ground with our customers, no matter how harsh the environment.

In FY21, we incurred **no product recalls, and warranty costs were less than 1% of sales.**

### Serving our African customers

Africa is one of our most important gold detecting markets. Minelab staff are unique in their plight to visit the rural villages, sometimes driving for days outside of cities, to offer free of charge training over three or four days. People are gathered for demonstrations, and have access to use the machines. Practical merchandise, such as clothing and caps, are also donated, which is greatly appreciated in the communities. Our staff also provide advice on how to get the most out of older machines, for example reviewing machine settings for efficiency.

A defining moment for Ali, Business Development Manager, was on a field visit to a rural community, where he was approached by an existing customer who had an issue with the control box on the GPZ<sup>®</sup>. Ali was able to replace the control box on the spot so the customer didn't have to send away the detector for warranty, which would have resulted in the customer foregoing any source of income for weeks.

These in-country visits are mutually beneficial. What we learn from the field visits drive our future R&D to enable continued ease of use for our consumers. Our products are designed and supplied in a way to maximise customer satisfaction. For the African

market, we supply our detectors with two batteries as standard, as African customers go into the field all day, without power supply, so this allows use for one battery for the working day, and the secondary battery can be left at camp on solar charge for the following day. For our newer detectors, if the shaft becomes damaged or lost, you don't need to purchase a spare part. You can use any replacement stick, for example a broom handle, and the detector will continue to work. The Gold Monster<sup>®</sup> uses universal headphone jacks so customers do not have to purchase any additional accessory. We offer a three year warranty, however our products are designed to be used much longer than this.

Machines are also designed with OH&S in mind. Our detectors are continually engineered as lighter pieces of equipment to hold for all day use, and designed for comfort for women as well. In West Africa, it is common practice for many women to detect for gold.

Thought is also going into our packaging, to save our environment. We no longer ship construction guides and are minimising plastic in our cardboard packaging.







### Our Community

Being a socially conscious and responsible organisation is a part of Codan's corporate identity. We endeavour to foster a sense of awareness through our charity programs. We are an avid supporter of a number of charities, via numerous initiatives such as direct sponsorship dollars and product donations, charity events and providing employees with time away from work to volunteer.

**In FY21, Codan donated \$280,000 to charities\***

*\*inclusive of product donations*

Codan is a long time proud supporter of Variety – the Children's Charity, with 2021 marking our 33rd year of Gold sponsorship of the Variety Bash, Australia's largest and longest running charity motoring event through the Australian outback. Codan participates in the event with our own Variety Bash vehicle, and oversees the radio communications in the lead up to the event as well as manning the control centre to facilitate the communication and tracking of all official vehicles, mobile workshops and mobile doctors, for a safe and successful Variety Bash. Codan employees conduct site surveys ahead of the Variety Bash to ensure the remote site provides reliable communications along the Variety Bash route, as well as provide HF radio operator training, assist with radio installations and attend Variety Bash meetings. This year we also provided new Envoy radios including GPS for tracking and vehicle antenna tuners for three support vehicles.

Codan hosted a charity Golf Day, where key stakeholders were invited to register a team to participate in a fun filled day on the course. Over \$180,000 was raised inclusive of key stakeholder and Codan donations, and the amount was donated evenly amongst three chosen charities.

Codan is committed to developing the next generation of STEM professionals. Codan, in partnership with the Playford Trust, offers an annual \$10,000 Honours Scholarship to a student studying STEM. The scholarship is awarded to a student selected jointly by Codan and the Playford Trust, who is innovative and collaborative and shares the values that drive Codan's culture of excellence – can-do; high performing; customer driven; openness and integrity. The successful student also has the opportunity to undertake a work placement at Codan. Codan also attends career nights to support STEM girls in secondary schools.

**"A huge thank you to both the Playford Memorial Trust and Codan for partnering to support high-achieving STEM students contributing to the skills, knowledge and research base of South Australia."**

*Matthew Rehbein, awarded 2021 Codan / Playford Trust Honour Scholarship*



## ENVIRONMENT

Codan is conscious of our impact on the environment during the manufacture, distribution, use and disposal of our products. We maintain an effective Environmental Management System that is integral to our business processes and are accredited to AS/NZS ISO 14001 Environmental Management Systems. Our direct environmental impact largely relates to the energy to run our global offices and our travel footprint, which has been negligible this year due to the travel restrictions in place.

Our global head office located in the Technology Park precinct, South Australia, houses around 258 staff, and is currently awarded a 5.5 star Nabers energy rating, which increased from last year's 4.5 energy rating, due to efficiency gains with our solar panels.

We are mindful of our indirect environmental impact within our supply chain. Our two largest contract manufacturers, Plexus Corp and Venture, are accredited with ISO 14001 Environmental Management Systems. Both contract manufacturers have confirmed their sites reported no environmental incidences for FY21.

Codan has adopted stringent testing and quality control procedures. It is accredited to AS 9100 Quality Management System – Requirements for Aviation, Space and Defence and maintains quality assurance systems approved to International Standard AS/NZS ISO 9001. Codan's commitment extends to our supply chain, with both our largest contract manufacturers also holding these same accreditations. As part of our ISO certification process, we continually review and update our business risk management register, and can report there were no environmental incidences in FY21.

### FY21 Emissions<sup>1</sup>

- Total emissions (CO<sub>2</sub>e) 623 tonnes
- Emissions intensity (CO<sub>2</sub>e) per FTE 1.65 tonnes
- Emissions intensity (CO<sub>2</sub>e) per \$ million 1.48 tonnes

<sup>1</sup> Calculated for Scope 1 & 2 emissions only. Excludes DTC and Zetron

### Solar panels have reduced our head office energy consumption by 25% in FY21

Head office is fitted with multiple recycling stations and organic waste bins in staff kitchen areas to enable sustainable disposal of organic materials.

Codan products are RoHS (Reduction of Hazardous Substances) certified. The goal of RoHS is to reduce the environmental effect and health impact of electronics. The legislation's primary purpose is to make electronics manufacturing safer at every stage of an electronic device's life cycle. Codan products are also fitted with a WEEE sticker which encourages consumers to dispose of the product thoughtfully when at the end of its lifecycle.





## GOVERNANCE

Codan's corporate governance statement, which was approved by the board on 18 August, 2021, is available on the company's website and may be accessed at <https://codan.com.au/who-is-codan/corporate-governance>

### Business Ethics / Behaviour

Codan's Code of Conduct provides a framework for employee conduct, with guidance around expected and acceptable standards of behaviour that are aligned with our core values, and which allow us to work together to achieve the goals of the business. The Code of Conduct and Core Values are published on our website, and included in induction packs for new starters.

An essential part of our culture of "Openness & Integrity", one of Codan's four Core Values, is underpinned by our Speak Up framework. This framework encourages staff to raise issues or conduct that concerns them. Our Speak Up framework is reinforced by our Code of Conduct, Core Values, and Whistleblower Policy. We take all reports of harassment, discrimination, bullying and any form of misconduct very seriously. Our grievance procedure facilitates the appropriate investigation and resolution of complaints. There were two workplace grievances filed with human resources globally during FY21, which were addressed and resolved. An employee which was found to have breached our Code of Conduct was terminated this year. For misconduct matters, employees can report concerns either internally, or anonymously by accessing a confidential, externally managed helpline. There were no reports to the hotline in FY21.

With two recent acquisitions, extensive work has been done to ensure cultural integration. We produced a "Why Codan" video for the newly acquired staff, along with Town Halls to bring newly merged teams together, and induction packs to share our core values and policies. Shortly, we will launch the LMS platform to these staff, to provide training videos on our culture, values, code of conduct, safety and compliance content, such as Cyber Security, Anti Bribery and Anti Corruption, Whistleblower, and Modern Slavery.

### Compliance Programs

At Codan, we take compliance seriously. We have a strong, fit for purpose compliance program run by our in house Legal & Compliance department. Staff training is a critical part of this program. This training is mandatory for all our people. New employees are also required to complete mandatory compliance training. Our training program is multi-tiered, with short training videos required for all staff, managed within the LMS platform, and tailored, in depth training sessions for staff in high risk roles.

### FY21 LMS Training course completion rates

Modern Slavery	87%
Anti Bribery and Anti Corruption	98%
Whistleblower	97%
Bullying & Harassment	98%
Security Awareness	98%

The business' priorities for FY22 are to carry out a risk review of DTC and Zetron's businesses and integrate our compliance program across the newly acquired businesses, and make any adjustments to our policies and procedures, if required.

Codan's Anti Bribery and Anti Corruption (ABAC) program involves a risk driven due diligence process for third party business partners, regular training for high risk staff and third parties, and an approval based Gratuities Register. There were no violations of our ABAC Policy in FY21, and we maintain an internal target of zero violations for FY22.

Codan's sanctions compliance program is a group-wide approach that uses enhanced due diligence measures, external resources, monitoring and approval procedures to ensure we meet our global sanctions obligations. During FY21 Codan did not breach any sanctions and was not subject to any fines or sanction notifications within any jurisdiction.

In March 2021, Codan published its first Modern Slavery Statement, prepared in accordance with the disclosure requirements of the *Australian Commonwealth Modern Slavery Act (2018)*. We partner with suppliers who meet stringent quality standards, are innovative and work in safe and responsible ways. We have systems in place to carry out daily online searches on our highest risk suppliers for any adverse media, including modern slavery topics, and to date we have had no adverse "hits". To strengthen our supplier expectations, a Supplier Code of Conduct is being prepared for rollout in FY22, and we are in the process of updating our Supplier terms and conditions to include additional Modern Slavery clauses. In FY21, we had no breaches of our Modern Slavery Policy.

Codan's ABAC, Whistleblower and Modern Slavery Policies and Statement can be found on our website.

### Cyber Security

As a global technology company, safeguarding our intellectual property and confidential information is paramount to maintaining trust with our customers, suppliers and partners. Codan is compliant with the legal and regulatory frameworks pertaining to data security and protection for all our global locations.

As the probability of cyber-attacks increase and become more complex, Codan has adopted a risk-based framework to protect our assets. Cyber risks are regularly reported to the Codan Board and Board Audit, Risk and Compliance Committee. Relevant organisational policies and standard operating procedures are in place and are regularly reviewed to ensure they remain commensurate with the external risk.

During FY21 Codan completed penetration testing and regular vulnerability assessments to highlight potential system vulnerabilities. Codan also undertook multiple Cyber Tabletop exercises to simulate specific cyber-attacks. This allowed Codan to test our security monitoring systems and incident response plans in response to a simulated cyber-attack. Codan has implemented additional technologies to further segregate our assets, along with increased security awareness training for all employees.

In FY21, Codan had no known major security incidents or events that resulted in loss of confidential information or intellectual property.

The main focus in FY22 is reviewing and improving where necessary the Cyber Security processes and procedures across the newly acquired businesses.

### Tax

As part of our commitment to meeting our global taxation obligations in a transparent and open manner, we conduct our tax affairs within a robust tax risk management policy and framework overseen by the Board.

Codan's tax governance process is documented in our Tax Risk Management Policy and Framework. This framework is based on the philosophy of managing tax risk through a well-planned approach built around the following principles:

- A transparent and accountable relationship with local country tax authorities;
- The payment of the legally correct amount of tax in a timely manner;
- The systematic identification of significant tax sensitive transactions ahead of time;
- The documentation of tax processes to facilitate review and minimise the impact of changes in personnel;
- Defined channels for the reporting of tax information to the Board;
- Internal controls, with effectiveness of those controls assessed on a regular basis;

- Codan should not enter any transaction where there is a material risk that any legislative general anti-avoidance provisions will be applied by a Court; and
- Codan will not promote tax exploitation schemes.

The Board has delegated oversight of Codan's taxation affairs and the framework to the Board Audit Risk and Compliance Committee. The framework requires the Committee to attest to the Board on a yearly basis that it has effective policies and processes in place to manage tax risk.

The Chief Financial Officer has overall responsibility for the group's taxation affairs, including enforcing policies and implementing strategies approved by the Board, developing and implementing systems that identify, assess, manage and monitor tax risks, monitoring the appropriateness, adequacy and effectiveness of tax risk management systems and reporting on tax risk and management thereof to the Board. The Chief Financial Officer is also responsible for the maintenance of in-house tax resources with appropriate qualifications and experience in taxation matters, to oversee that Codan's obligations globally are discharged in a legally correct and timely basis and that the tax risk management controls set out in the framework operate in an effective and robust manner.

The framework requires management to consult with reputable local country external tax advisors where appropriate to ensure compliance with local country obligations. KPMG is engaged to review the numbers disclosed in the Tax Note in the Annual Report each year, as part of the half-year review and full-year audit. We apply arms'-length principles to our international related party dealings, engaging with external advisors with appropriate expertise to ensure our compliance with transfer pricing laws globally.

As part of our commitment to our tax risk management policy and framework, we welcome the Board of Taxation's Tax Transparency Code and the opportunity to adopt the recommendations of the Code with effect from June 30, 2021. To this end, the Board has directed that each year the Annual Report should contain sufficient information to comply with Part A of the Code. The Part A disclosures required of Codan by the Code are:

- Codan's Australian and Global effective tax rates;
- a reconciliation of the accounting profit to income tax expense;
- a reconciliation from income tax expense to current year income tax payable.

The Part A financial information can be found in the Taxation Note (Note 9) of the Notes to the Financial Report on page 78 of this Annual Report. As most of the activities and assets which generate our income are in Australia, Codan pays most of its taxes here. In 2021, we paid \$36.1 m corporate income tax in Australia, or 99% of our global corporate income tax contribution. As a result, our shareholders can benefit from the generation of Australian franking credits notwithstanding that a high proportion of our sales are to overseas customers.





**DAVID SIMMONS**

BA (Acc)  
Chairman, Independent Non-Executive Director  
Chair of Remuneration and Nomination Committee

David was appointed Chairman of the board in 2015 and has been a director of Codan since 2008. Prior to joining the Codan board, David was the Managing Director of Hills Industries Limited (Hills) for 16 years. On appointment, Hills had a turnover of around \$200 million. On his retirement in 2008, Hills turnover and market capitalisation were both in excess of \$1 billion. Hills was in the ASX200 index and under David's leadership, profit increased every year for 16 years.

Hills grew through a combination of internal growth and via acquisitions. During his time as Managing Director, David led around 30 successful acquisitions and joint ventures. David has strong people, financial, capital markets and M&A skills and has significant international experience, particularly focused on China, the USA and the UK. Hills employed 4,000 people globally at its peak.

Since David was appointed Chairman, Codan's market capitalisation has grown from less than \$150 million to more than \$3 billion. This has been achieved by investing in people, having a commitment to continuous learning, encouraging entrepreneurship, rewarding performance and investing in innovation in a digital world.

In his role on the Board, Audit Risk and Compliance Committee, David has a particular focus on the ever present cyber threats and will continue to push and support best in class defences.

David has chaired a number of charitable and government related organisations since retiring from Hills. He is currently the Chair of the Kickstart for Kids charity based in South Australia and is a former Chair of the South Australian Economic Development board.



**DONALD MCGURK**

HNC (Mech Eng), MBA, FAICD, Harvard AMP  
Managing Director and Chief Executive Officer

Donald was appointed to the board as a director in May 2010, and was appointed as Managing Director in November 2010. Donald joined Codan in December 2000 and had executive responsibility for group-wide operations until his transition into the role of CEO in 2010. In addition to his operations role, from 2005 to 2007 Donald held executive responsibility for sales of the company's communications products, and from 2007 to 2010, executive responsibility for the business performance of the company's Communications products.

Donald came to Codan with an extensive background in change management applied to manufacturing operations, and held senior manufacturing management positions in several industries. Donald holds a Masters Degree in Business Administration from The University of Adelaide and completed the Advanced Management Program at Harvard University in 2010.



**PETER LEAHY AC**

BA (Military Studies), MMAS, GAICD  
Independent Non-Executive Director

Peter Leahy retired from the Australian Army in 2008 as a Lieutenant General after a 6 year appointment as Chief of Army.

In his board appointments since then he has been on the boards of Codan, Electro Optic Systems Holdings Limited and Citadel Group Limited, including one year as Chair of CGL prior to its acquisition to go private. He is the current Chair of Electro Optic Systems Holdings Limited.

During his time as Chair of CGL he led the company through a major international acquisition, a substantial capital raise and then negotiated the go private acquisition of the company.

He is a member of the Nomination and Remuneration Committee for both EOS and CGL, and a former Chair of EOS's Audit Committee. In addition, to his board activities, he has been an advisor to both the Queensland and South Australian Governments, was a member of the First Principles Review of the Department of Defence, Chair of the Invictus Games in Australia and is an active supporter of veteran's charities.

As a Professor at the University of Canberra he lectures on National Security, which includes cybersecurity and digital disruption.



**GRAEME BARCLAY**

MAICD, F Fin, CA, MA (Hons)  
Independent Non-Executive Director

Graeme Barclay is a former CEO and qualified chartered accountant with more than 35 years' experience in professional services, investment banking, broadcast infrastructure and telecommunications.

Over the past 20 years Graeme has held Executive Chairman or Group CEO roles at BAI Communications, Transit Wireless LLC (New York), Nextgen Networks, Metronode data centres and Axicom (formerly Crown Castle Australia), and for 8 years was also an executive director in Macquarie Group's infrastructure team. In these roles, Graeme was responsible for all aspects of strategy, M&A, sales and business development, contract delivery and operations, as well as implementing the appropriate capital structure and raising third party debt for these businesses in Australia, UK, Hong Kong, Singapore, Canada, USA and New Zealand. Over the past 20 years in these businesses, Graeme led and completed more than 20 acquisition and divestment transactions including the sale of Nextgen Networks to Vocus for \$820 million in 2016 and the sale of Metronode to Equinix for \$1.04 billion in 2018.

Included in his prior board appointments are Arqiva Limited (institutionally owned UK telecommunications infrastructure group), BSA Limited (ASX:BSA, until December 2019) and Chairman of the main board and of the audit and risk committee for Nextgen group (Ontario Teachers' majority owned entity).

His current board appointments are Codan (ASX:CDA, since 2015), Axicom (institutionally owned mobile tower infrastructure in Australia, having resigned as CEO during 2020) and chairman of Uniti Group Limited (ASX:UWL). As chairman of Uniti Graeme has overseen an IPO, ten acquisition transactions over a 2 year period, several capital raisings in the equity and corporate debt markets, and Uniti has grown to be the fifth largest listed telecommunications company on the ASX with a market capitalisation of circa \$2.2 billion. Uniti's business includes ownership of fibre to the premise networks, a digital communications platform as a service for inbound voice, text, data and analytics and a consumer and business broadband service provider.

Graeme holds an honours economics degree, is a qualified CA, a fellow of FINSIA and a member of AICD.



**KATHY GRAMP**

BA (Acc), CA, FAICA, FAICD  
Independent Non-Executive Director  
Chair of Board Audit, Risk and Compliance Committee

Kathy was appointed to the board of Codan in November 2015. She has had a long and distinguished executive career and over 24 years of board experience across a diverse range of complex organisations and industry sectors. She has significant experience as Chair of Audit & Risk Committees.

Prior to joining Codan, Kathy was CFO of Austereo Ltd. Joining in 1989, retiring June 2011. In that time the company grew from 2 radio stations to the largest commercial radio network in Australia, and the leader in Digital and Online Media. Leadership roles and responsibilities included business planning & re-engineering, debt & equity raising, acquisitions & integration, capital investment, major IT projects, corporate governance, risk management, financial management, tax & accounting, change management and investor & key stakeholder relations. Further experience was gained through exposure to international markets such as Greece, UK, USA, South Africa, Argentina, Malaysia and New Zealand.

Kathy is a Director of Uniti Group Limited (ASX:UWL), Chair of Audit & Risk Committee and member of the Nomination & Remuneration Committee. Uniti, a diversified provider of telecommunication services, listed February 2019 and through acquisition and organic growth now has a market capitalisation of circa \$2.2 billion. She is also a Director of The Australian Institute of Company Directors and is Chair of the HR & Remuneration Committee and is a Council member of Flinders University and Chair of Audit & Risk Committee.

Kathy holds a BA Accounting, is a Chartered Accountant and a Fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia & New Zealand and is a member of Chief Executive Women.





**DONALD MCGURK**  
HNC (Mech Eng), MBA, FAICD, Harvard AMP  
Managing Director and Chief Executive Officer

Donald is a motivator of people, with extensive knowledge and experience in the areas of change management and strategy formulation.

Donald joined Codan in December 2000 and had executive responsibility for group-wide operations until his transition into the role of CEO in 2010. From 2005 to 2007, he also held executive responsibility for sales of the company's communications products and, from 2007 to 2010, executive responsibility for the business performance of the communications business.

Donald was appointed to the board as a director in May 2010 and became Managing Director in November 2010.

For more details of Donald's qualifications and experience, please see page 38.



**MICHAEL BARTON**  
BA (Acc), FCA  
Chief Financial Officer and Company Secretary

Michael joined Codan in May 2004 as Group Finance Manager after a 14 year career with KPMG in their assurance division. He was appointed Company Secretary in May 2008 and in September 2009, Michael was promoted to the position of Chief Financial Officer and Company Secretary. Michael leads a team responsible for managing Codan's financial operations as well as legal and commercial matters, investor relations, information technology and business systems. He holds a Bachelor of Arts in Accountancy from the University of South Australia and was recently made a fellow of Chartered Accountants Australia and New Zealand.



**PETER CHARLESWORTH**  
BEEEng (Hons), MBA, GAICD, Harvard AMP  
Executive General Manager, Minelab

Peter brings extensive knowledge and experience to Codan from more than 30 years in the electronics industry, including more than 18 years at Codan and formerly in management and technical roles at Tenix Defence and Vision Systems.

Peter joined Codan in December 2002 as General Manager of Engineering and subsequently held various roles including New Business Manager and HF Radio Business Development Manager. He was appointed Executive General Manager of Minelab in 2008, following its acquisition by Codan in that same year. Peter also contributes to the management of Codan's strategy for technical innovation and acquisitions.

Peter holds a degree in Electrical and Electronic Engineering with First Class Honours, and a Masters of Business Administration, both from The University of Adelaide. He is also a Graduate Member of the Australian Institute of Company Directors and completed the Advanced Management Program at Harvard University in 2014. He was Chairman of the Technology Industry Association from 2006 to 2011 and was on The University of Adelaide ARI Advisory Board from 2009 to 2015.



**SCOTT FRENCH**  
BSc  
Executive General Manager, Zetron

Scott was appointed to the role of Executive General Manager, Codan Critical Communications in February 2019. With the acquisition of Zetron in May 2021, Scott is now leading Zetron, a merger of Codan Critical Communications Land Mobile Radio and Zetron headquartered in the USA with operations in Canada, Australia and the UK.

Scott came to Codan highly recommended for his lateral thinking, strategic approach to business and for his strong leadership. He brings a wealth of experience gained from almost 30 years with world-class organisations such as Motorola, Panasonic and Zetron. During his time at Motorola, Scott made the transition from engineering leadership to overall go-to-market leadership for several lines of business, helping to transform Motorola into a solutions provider beyond land mobile radio (LMR). Throughout his journey, Scott gained a high-level appreciation of LMR technology, solutions, services and associated markets. At Panasonic, he continued his leadership by transforming the company from product to solutions sales, with focus on mobile devices and security, before assuming the role of General Manager, Americas for two years with Zetron, a command and control company.

In addition, Scott served as Vice Chairman on the state and local board of directors of TechAmerica, representing both Motorola and Panasonic, and was also the Chair of the State and Local Government and Education Executive Council of IT Alliance for Public Sector.

Scott holds a Bachelor of Science in Industrial and Systems Engineering from Virginia Tech, and undertook MBA studies with a focus on leadership at Loyola University Maryland.



**PAUL SANGSTER**  
BS, Chicago Booth AMP  
Executive General Manager, Tactical Communications

Paul joined Codan in 2013 as the Vice President and General Manager of Business Development for the Communications Division and brings over 20 years of progressive experience in communications and surveillance solutions. He was appointed Executive General Manager of Codan Tactical Communications in 2017.

Prior to Codan, Paul spent 12 years at Cobham Tactical Communications and Surveillance as the Vice President of Sales and Marketing.

Paul holds a Bachelor of Science in Management Studies from University of Maryland, Global Campus. He also completed the Executive Development Program and the Advanced Management Program at University of Chicago's Booth Business School.



# FINANCIAL REPORT

FOR THE YEAR ENDED 30 JUNE 2021

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# DIRECTORS' REPORT

The directors present their report together with the financial statements of the group comprising Codan Limited (“the company”) and its subsidiaries for the financial year ended 30 June 2021 and the auditor’s report thereon.

## DIRECTORS

The directors of the company at any time during or since the end of the financial year are:

**David Simmons**  
**Donald McGurk**  
**Peter Leahy AC**  
**Graeme Barclay**  
**Kathy Gramp**

Details of directors and their qualifications and experience are set out on pages 38 to 39.

## COMPANY SECRETARY

**Mr Michael Barton BA (Acc), FCA**

Michael joined Codan in May 2004 as Group Finance Manager after a 14-year career with KPMG in their assurance division. He was appointed Company Secretary in May 2008 and in September 2009, Michael was promoted to the position of Chief Financial Officer and Company Secretary. Michael leads a team responsible for managing Codan’s financial operations as well as legal and commercial matters, investor relations, information technology and business systems. He holds a Bachelor of Arts in Accountancy from the University of South Australia and was recently made a fellow of Chartered Accountants Australia and New Zealand.

## DIRECTORS' MEETINGS

The number of directors’ meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the company during the financial year are set out below:

Director	Board meetings		Board Audit, Risk and Compliance Committee meetings		Remuneration and Nomination Committee meetings	
	A	B	A	B	A	B
Mr D J Simmons	11	11	4	4	2	2
Mr D S McGurk	11	11				
Lt-Gen P F Leahy	11	11			2	2
Mr G R C Barclay	11	11	4	4	2	2
Ms K J Gramp	11	11	4	4		

A – Number of meetings attended

B – Number of meetings held during the time the director held office during the year

## REMUNERATION REPORT – AUDITED

### Principles of remuneration

Key management personnel comprise the directors and executives of the group. Key management personnel have authority and responsibility for planning, directing and controlling the activities of the group.

Remuneration levels are competitively set to attract and retain appropriately qualified and experienced executives. The Remuneration and Nomination Committee has reference to trends in comparative companies both locally and internationally and may obtain independent advice on the appropriateness of remuneration packages. Remuneration packages include a mix of fixed remuneration and performance-based remuneration.

The remuneration structures explained below are designed to attract suitably qualified candidates, and to achieve the broader outcome of increasing the group’s net profit. The remuneration structures take into account:

- the overall level of remuneration for each director and executive;
- the executive’s ability to control the relevant segment’s performance; and
- the amount of incentives within each key management person’s remuneration.

In recent years, the Remuneration and Nomination Committee have made a number of changes to the structure of executives’ remuneration packages to ensure alignment with shareholders’ interests. These changes have been:

- reduction of short-term cash incentives from 60% of fixed salary to 50%;
- increase of long-term share-based remuneration from 40% of fixed salary to 50%;
- introduction of a “good leaver” clause in the long-term incentive structure so that 10% of any shares issued remain restricted and subject to Board cancellation for a period of 12 months after the executive’s employment ceases with the company.

Traditionally, Short-term incentive (STI) plans have been based on the achievement of performance hurdles which related to the profitability delivered by our business segments and the group. For a business unit executive, their short-term incentive was split between the group results and the performance of their business unit. Group level executives were measured on group profit. The short-term incentive targets were set by the board each year based on the achievement of a percentage of the budget or the previous year’s results or a combination of both.

When the board considered what the approach to STI’s for FY21 should be, there was considerable uncertainty in relation to the impact the COVID-19 pandemic would have on our business. By June 2020 we were already experiencing a significant downturn in our Tactical Communications business. Mindful of the need to retain and motivate key executives in those uncertain times, the board decided on a pooled approach. We determined that an STI pool of 2.4% of the group EBIT would be accumulated during the year (2.4% being the average of total executive STI’s to EBIT over the preceding 2 to 3 years). Our key executives would then share that pool subject only to achieving 80% of the EBIT achieved in FY20 (which at the time was an all-time record for Codan by a large margin). The percentage share for each executive was to be consistent with FY20. Part of our reasoning was that under this approach, individual executives would not be unfairly impacted by issues totally outside of their control. The STI’s earned under this approach were to be capped at 100% of fixed salaries where the business over achieves against the set targets, and the STI payable to an executive could be reduced if the Managing Director or the Chairman determined that the relevant executive had not operated in a manner consistent with Codan Values.

As it turned out, Codan had another all-time record result for FY21. From the board’s perspective, what was most pleasing was the heightened level of teamwork and camaraderie across our total executive team and a significant increase in co-operation across business units. This pooled approach to STI’s with some modifications and improvements will also apply to the FY22 STI program and to future years. We are committed to providing additional disclosures next year in relation to the new STI program and in particular the key specific and quantified profitability and other metrics applying to the Managing Director and the senior executive team. A key change to the FY22 STI program will be the inclusion of stage gates for each executive, the achievement of which will determine what percentage of that executives STI pool will be paid. The profit pool rate of 2.4% will also be reduced to 2.0%. As always, the payment of an STI will be subject to the Board’s discretion having considered the executives compliance with Codan’s core values which will also consider sustainability objectives.

Total remuneration for all non-executive directors, last voted upon by shareholders at the 2010 AGM, is not to exceed \$850,000 per annum. Non-executive directors do not receive any performance-related remuneration nor are they issued options on securities. Directors’ fees cover all main board activities and membership of committees.

### Service contracts

It is the group’s policy that service contracts for key management personnel executives are unlimited in term but capable of termination on three to six months’ notice, and that the group retains the right to terminate the contract immediately by making payment in lieu of notice. The group has entered into a service contract with each key management person.

The key management personnel are also entitled to receive on termination of employment their statutory entitlements of accrued annual and long service leave, as well as any entitlement to incentive payments and superannuation benefits.



DIRECTORS' REPORT (continued)

**REMUNERATION REPORT – AUDITED (continued)**

**Performance rights**

At the 2004 AGM, shareholders approved the establishment of a Performance Rights Plan (Plan). The Plan is designed to provide nominated executives with an incentive to maximise the return to shareholders over the long term, and to assist in the attraction and retention of key executives.

The number of performance rights issued represents 50% of the nominated executives' fixed pay divided by the volume weighted average of the company's share price in the five days after the release of the group's annual results.

Performance rights granted become exercisable if certain performance requirements are achieved. The performance requirements are based on Codan achieving earnings per share targets over a three-year period. For the maximum available number of performance rights to vest, Codan's earnings per share must achieve a certain target level set by the Board. For any of the performance rights to vest Codan's earnings per share must achieve a certain threshold level. A pro-rata vesting of performance rights occurs between the threshold and target levels of earnings per share.

If achieved, performance rights are exercisable into the same number of ordinary shares in the company in the twelve-month period following vesting.

Of the performance rights granted to Codan's Australian based executives, 90% remain restricted for a further two years after vesting whereby executives are prohibited from trading the shares. This two-year restriction period does not apply to our overseas based executives (such as Mr S A French) due to local taxation requirements. The remaining 10% of performance rights are subject to a "good leaver" clause such that they remain at the Board's discretion until twelve months after the executive leaves the employment of Codan.

The Board has recently conducted a review of the performance rights plan and will be making the following changes to the plan for the FY22 and following years.

- The earnings per share targets will be based on the average of the last three years earnings per share results.
- This three-year average will then be increased by a growth rate that the Board considers to be appropriate.
- For FY22, the target earnings per share will be calculated using an 8% per annum growth rate and the threshold earnings per share will be calculated using a 2% per annum growth rate.
- The plan will be amended so that the automatic vesting of performance rights as a result of a take-over bid for Codan will be removed and the vesting of any rights in this situation will be at the Board's discretion.

Details of performance rights granted to executives during the year are as follows:

	Number of performance rights granted during year	Grant date	Average fair value per right at grant date (\$)	Exercise price per right (\$)	Expiry date	Number of rights vested during year
<b>Directors</b>						
Mr D S McGurk	27,809	13 November 2020	10.11	–	30 June 2024	–
<b>Executives</b>						
Mr M Barton	14,641	13 November 2020	10.11	–	30 June 2024	–
Mr P D Charlesworth	18,102	13 November 2020	10.11	–	30 June 2024	–
Mr S A French	17,788	13 November 2020	10.55	–	30 June 2024	–
Mr R D Linehan	17,747	13 November 2020	10.11	–	30 June 2024	–
Mr S P Sangster	17,536	13 November 2020	10.11	–	30 June 2024	–

Details of vesting profiles of performance rights granted to executives are detailed below:

	Performance rights granted		Percentage vested in year	Percentage forfeited in year	Financial years in which shares will be issued if vesting achieved
	Number	Date			
<b>Directors</b>					
Mr D S McGurk	124,524	10 November 2017	100	–	2021
	91,972	16 November 2018	–	–	2022
	63,647	15 November 2019	–	–	2023
	27,809	13 November 2020	–	–	2024
<b>Executives</b>					
Mr M Barton	65,559	8 December 2017	100	–	2021
	48,421	16 November 2018	–	–	2022
	33,509	15 November 2019	–	–	2023
	14,641	13 November 2020	–	–	2024
Mr P D Charlesworth	81,058	8 December 2017	100	–	2021
	59,881	16 November 2018	–	–	2022
	41,431	15 November 2019	–	–	2023
	18,102	13 November 2020	–	–	2024
Mr S A French	42,696	15 November 2019	–	–	2023
	17,788	13 November 2020	–	–	2024
Mr R D Linehan	79,469	8 December 2017	100	–	2021
	58,694	16 November 2018	–	–	2022
	40,618	15 November 2019	–	–	2023
	17,747	13 November 2020	–	–	2024
Mr S P Sangster	40,373	8 December 2017	100	–	2021
	31,208	16 November 2018	–	–	2022
	35,996	15 November 2019	–	–	2023
	17,536	13 November 2020	–	–	2024

**Performance rights issued on 16 November 2018**

The company issued 290,176 performance rights in November 2018 to executives. The fair value of the rights was on average \$2.54 based on the Black-Scholes formula. The model inputs were: the share price of \$3.14, no exercise price, expected volatility 30%, dividend yield 4.0%, a term of three years and a risk-free rate of 2.7%.

The performance rights become exercisable if certain performance requirements are achieved. The performance requirements are based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share of 15.6 cents as set by the board. For the maximum available number of performance rights to vest, the group's earnings per share must increase in aggregate by at least 15% per annum over the three-year period from the base earnings per share. As the earnings per share target has been exceeded to 30 June 2021, it is expected that the performance rights will vest and be converted into shares before the end of August 2021.



## DIRECTORS' REPORT (continued)

**REMUNERATION REPORT – AUDITED (continued)****Performance rights (continued)***Performance rights issued on 15 November 2019*

The company issued 257,897 performance rights in November 2019 to executives. The fair value of the rights was on average \$5.22 based on the Black-Scholes formula. The model inputs were: the share price of \$6.31, no exercise price, expected volatility 31%, dividend yield 2.2%, a term of three years and a risk-free rate of 1.2%.

The performance rights become exercisable if certain performance requirements are achieved. The performance requirements are based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share of 16.2 cents as set by the board. For the maximum available number of performance rights to vest, the group's earnings per share must increase in aggregate by at least 15% per annum over the three-year period from the base earnings per share.

*Performance rights issued on 13 November 2020*

The company issued 113,623 performance rights in November 2020 to executives. The fair value of the rights was on average \$10.18 based on the Black-Scholes formula. The model inputs were: the share price of \$11.17, no exercise price, expected volatility 60%, dividend yield 1.7%, a term of three years and a risk-free rate of 0.9%.

The performance rights become exercisable if certain performance requirements are achieved. The performance requirements are based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share of 27.8 cents as set by the board. For the maximum available number of performance rights to vest, the group's earnings per share must increase in aggregate by at least 10% per annum over the three-year period from the base earnings per share.

The movements during the reporting period in the number of performance rights over ordinary shares in Codan Limited, held directly, indirectly or beneficially by each key management person, including their related parties, is as follows:

	Held at 1 July 2020	Issued	Vested	Lapsed	Held at 30 June 2021
<b>DIRECTORS</b>					
Mr D S McGurk	280,143	27,809	124,524	–	183,428
<b>EXECUTIVES</b>					
Mr M Barton	147,489	14,641	65,559	–	96,571
Mr P D Charlesworth	182,370	18,102	81,058	–	119,414
Mr S A French	42,696	17,788	–	–	60,484
Mr R D Linehan	178,781	17,747	79,469	–	117,059
Mr S P Sangster	107,577	17,536	40,373	–	84,740

**Other transactions with key management personnel**

There have been no loans to key management personnel or their related parties during the financial year.

From time to time, directors and specified executives, or their personally related entities, may purchase goods from the group. These purchases occur within a normal employee relationship and are considered to be trivial in nature.

**Director share ownership**

The Directors' Shareholding Policy requires directors to build a minimum shareholding in the company. For non-executive directors this minimum shareholding should equate to their annual director fee and for executive directors, their annual fixed remuneration. Under the policy, directors have five years to reach the minimum holding.

**Movements in shares**

The movement during the reporting period in the number of ordinary shares in Codan Limited, held directly, indirectly or beneficially by each key management person, including their related parties, is as follows:

	Held at 1 July 2020	Received on exercise of rights	Other changes *	Held at 30 June 2021
<b>Directors</b>				
Mr D J Simmons	86,636	–	–	86,636
Mr D S McGurk	612,424	124,524	(136,000)	600,948
Lt-Gen P F Leahy	57,708	–	–	57,708
Mr G R C Barclay	38,829	–	–	38,829
Ms K J Gramp	12,500	–	–	12,500
<b>Specified executives</b>				
Mr M Barton	253,704	65,559	(112,118)	207,145
Mr P D Charlesworth	461,334	81,058	(96,501)	445,891
Mr S A French	–	–	–	–
Mr R D Linehan	269,477	79,469	(154,240)	194,706
Mr S P Sangster	340	40,373	(36,676)	4,037

\* Other changes represent shares that were purchased or sold during the year



DIRECTORS' REPORT (continued)

**REMUNERATION REPORT – AUDITED (continued)**

**Directors' and senior executives' remuneration**

Details of the nature and amount of each major element of the remuneration paid or payable to each director of the company and other key management personnel of the group are:

Directors	Year	Salary and fees	Short-term incentives	Other short-term	Post-employment and superannuation contributions	Other long-term	Termination benefits	Performance rights	Total	Proportion of remuneration performance related
		\$	\$	\$	\$	\$	\$	\$	\$	%
<b>Non-Executive</b>										
Mr D J Simmons	2021	185,751	–	–	17,646	–	–	–	203,397	–
	2020	183,912	–	–	17,471	–	–	–	201,383	–
Lt-Gen P F Leahy	2021	92,876	–	–	8,823	–	–	–	101,699	–
	2020	91,957	–	–	8,736	–	–	–	100,693	–
Mr G R C Barclay	2021	92,876	–	–	8,823	–	–	–	101,699	–
	2020	91,957	–	–	8,736	–	–	–	100,693	–
Ms K J Gramp	2021	101,319	–	–	9,625	–	–	–	110,944	–
	2020	100,316	–	–	9,530	–	–	–	109,846	–
Total non-executives' remuneration	2021	472,822	–	–	44,917	–	–	–	517,739	–
	2020	468,142	–	–	44,473	–	–	–	512,615	–
<b>EXECUTIVE</b>										
Mr D S McGurk	2021	585,031	609,153	–	23,502	17,469	–	280,087	1,515,242	58.7
	2020	599,424	554,144	–	21,003	17,546	–	261,189	1,453,276	56.1
Total directors' remuneration	2021	1,057,853	609,153	–	68,419	17,469	–	280,087	2,032,981	–
	2020	1,067,566	554,114	–	65,476	17,546	–	261,189	1,965,891	–



## DIRECTORS' REPORT (continued)

## REMUNERATION REPORT - AUDITED (continued)

## Directors' and senior executives' remuneration (continued)

Executive officers	Year	Salary and fees	Short-term incentives	Other short-term*	Post-employment and superannuation contributions	Other long-term	Termination benefits	Performance rights	Total	Proportion of remuneration performance related
		\$	\$	\$	\$	\$	\$	\$	\$	%
<b>Mr M Barton</b> (Chief Financial Officer and Company Secretary)	<b>2021</b>	<b>289,069</b>	<b>320,708</b>	–	<b>27,551</b>	<b>10,408</b>	–	<b>147,460</b>	<b>795,196</b>	<b>58.7</b>
	2020	293,525	291,732	–	21,058	9,837	–	135,058	751,210	56.8
<b>Mr P D Charlesworth</b> (Executive General Manager, Minelab)	<b>2021</b>	<b>365,471</b>	<b>396,525</b>	–	<b>21,694</b>	<b>12,438</b>	–	<b>182,332</b>	<b>978,460</b>	<b>58.9</b>
	2020	358,724	360,698	–	19,906	12,902	–	166,998	919,228	57.4
<b>Mr S A French</b> (Executive General Manager, Zetron)	<b>2021</b>	<b>398,514</b>	<b>383,604</b>	<b>21,743</b>	–	–	–	<b>144,974</b>	<b>948,835</b>	<b>55.7</b>
	2020	398,944	297,080	64,634	–	–	–	82,395	843,053	45.0
<b>Mr R D Linehan</b> (Chief Technology Officer, Codan and Executive General Manager, Minetec)	<b>2021</b>	<b>368,019</b>	<b>388,750</b>	<b>7,062</b>	<b>21,694</b>	<b>9,939</b>	–	<b>178,744</b>	<b>974,208</b>	<b>58.3</b>
	2020	363,449	271,915	16,121	21,003	8,067	–	163,712	844,267	51.6
<b>Mr S P Sangster</b> (Executive General Manager, Tactical Communications)	<b>2021</b>	<b>400,615</b>	<b>384,131</b>	<b>24,993</b>	–	<b>12,661</b>	–	<b>146,892</b>	<b>969,292</b>	<b>54.8</b>
	2020	346,541	313,378	43,280	–	8,770	–	111,003	822,972	51.6
<b>Total executive officers' remuneration</b>	<b>2021</b>	<b>1,821,688</b>	<b>1,873,718</b>	<b>53,798</b>	<b>70,939</b>	<b>45,446</b>	–	<b>800,402</b>	<b>4,665,991</b>	–
	2020	1,761,183	1,534,803	124,035	61,967	39,576	–	659,166	4,180,730	–

\*Other short-term benefits relate to costs incurred for arrangements made following the executives' relocation from an overseas country to the location of their employment with Codan.

Executive officers outside of Australia are paid in their local currencies. The Australian dollar equivalents are calculated using average exchange rates.

Short-term incentives which vested during the year are as follows: Mr DS McGurk 100%, Mr M Barton 100%, Mr P D Charlesworth 100%, Mr S A French 100%, Mr R D Linehan 100% and Mr S P Sangster 100%.

Directors' and executives' salaries have historically been reviewed as at 1 July each year. Given the uncertainty created by the COVID-19 pandemic, the 1 July 2020 review was delayed to 1 January 2021 when a 2% increase was approved. As a result of superannuation changes in Australia from 1 July 2021 a 0.5% increase has been approved for executives from that date.

The remuneration amounts disclosed above have been calculated based on the expense to the company for the financial year. Therefore, items such as performance rights, annual leave and long service leave taken and provided for have been included in the calculations. As a result, the remuneration disclosed may not equal the salary package as agreed with the executive in any one year.

Other than performance rights, no options or shares were issued during the year as compensation for any key management personnel.

## Corporate performance

As required by the Corporations Act 2001, the following information is presented:

	2021	2020	2019	2018	2017
Profit attributable to shareholders (\$'000)	<b>\$90,351</b>	\$63,795	\$45,665	\$41,575	\$43,515
Dividends paid (\$'000)	<b>\$38,809</b>	\$26,999	\$26,873	\$19,593	\$17,724
Share price at 30 June	<b>\$18.03</b>	\$7.09	\$3.47	\$3.00	\$2.34
Change in share price at 30 June	<b>\$10.94</b>	\$3.62	\$0.47	\$0.66	\$1.16
Earnings per share, fully diluted	<b>49.8c</b>	35.3c	25.3c	22.1c	24.9c



## DIRECTORS' REPORT (continued)

### OPERATING AND FINANCIAL REVIEW

Codan is a technology company that provides robust technology solutions that solve customers' communications, safety, security and productivity problems in some of the harshest environments around the world. Our customers include United Nations organisations, mining companies, security and military groups, government departments, major corporates as well as individual consumers and small-scale miners.

#### FY21 highlights:

- Record statutory net profit after tax of \$90.2 million and underlying net profit after tax of \$97.3 million, representing an increase 41% and 52% respectively over FY20
- Highest full-year sales of \$437 million in the company's history
- Metal Detection delivered another record sales year in both recreational and gold mining
- Communications capability expanded with two recent acquisitions
- Sold the Minetec business to Caterpillar
- Annual dividend of 27.0 cents, fully franked (interim 10.5, final 16.5)
- Underlying earnings per share of 54.0 cents, up 52%
- Return on equity of 36%
- Cash generation was excellent with close to zero net debt at year end, after funding circa \$174 million for acquisitions the proceeds from the Minetec sale were received 1 July 2021)

Codan experienced very strong trading throughout the year delivering another record profit. We acquired Domo Tactical Communications (DTC) and Zetron in May 2021 and streamlined the business with the divestment of Minetec. As a result of our strategy to strengthen and invest in our core business through releasing new products and broadening our geographic footprint, we were pleased to deliver another record year.

In FY21 we:

- released our new GPX6000® gold detector and MF5® Countermine detector;
- established a new sales office in Mexico to focus on both gold mining and recreational markets;
- launched a direct to consumer e-commerce platform in Brazil for recreation products;
- delivered our largest ever order of Sentry HF radio units to an African military customer;
- achieved another record year in LMR, successfully delivering multiple systems projects and validating our transition to a full solutions provider;
- further strengthened our Communications segment by acquiring DTC and Zetron;
- streamlined the business to focus on core segments with the sale of Minetec to Caterpillar for \$18 million cash; and
- worked with key suppliers to increase supply chain robustness in a very challenging COVID-19 environment, positioning us well for the future.

As a result of these initiatives, the business is well placed to deliver another strong performance in FY22, with the record run rate of FY21 being maintained thus far in the new financial year.

#### Dividend

The company announced a final dividend of 16.5 cents per share, fully franked, bringing the full-year dividend to 27.0 cents, up 46%. This dividend has a record date of 26 August 2021 and will be paid on 10 September 2021.

### Financial performance and other matters

	FY21		FY20	
	\$m	% of sales	\$m	% of sales
<b>Revenue</b>				
Communications	95.5	22%	104.0	30%
Metal Detection	326.5	75%	236.4	68%
Tracking Solutions	15.0	3%	7.6	2%
<b>Total revenue</b>	<b>437.0</b>	<b>100%</b>	348.0	100%
<b>Business performance</b>				
<b>EBITDA</b>	<b>158.8</b>	<b>36%</b>	117.8	34%
<b>EBIT</b>	<b>139.8</b>	<b>32%</b>	89.6	26%
<b>Interest</b>	<b>(1.1)</b>		(0.6)	
<b>Net profit before tax</b>	<b>138.7</b>	<b>32%</b>	89.0	26%
<b>Taxation (excluding tax on restructuring expenses)</b>	<b>(41.4)</b>		(25.0)	
Underlying net profit after tax	97.3	22%	64.0	18%
<b>Non-recurring income/(expenses) after tax*:</b>				
<b>Acquisition related expenses</b>	<b>(5.2)</b>		-	
<b>Restructuring expenses</b>	<b>(1.9)</b>		-	
<b>Net profit after tax</b>	<b>90.2</b>		64.0	
Underlying earnings per share, basic	<b>54.0 cents</b>		35.5 cents	
Statutory earnings per share, basic	<b>50.1 cents</b>		35.5 cents	
Ordinary dividend per share	<b>27.0 cents</b>		18.5 cents	

\* Non-recurring income/(expenses) are considered to be outside of normal business activities of the group and for comparability reasons have been separately identified. Underlying profit is a non-IFRS measure used by management of the company to assess the operating performance of the business. The non-IFRS measures have not been subject to audit.

During FY21, the group incurred \$7.1 million after tax in one-off expenses relating to costs associated with making two acquisitions and the related restructuring. The Board is pleased with the initial integration of both acquisitions and we expect to achieve the FY22 EBITDA contributions of \$14 million and \$8 million for DTC and Zetron respectively, as previously announced.

Cash generation was excellent with close to zero net debt at year end after funding circa \$174 million for acquisitions (excluding the costs incurred to execute these acquisitions).

We deliberately increased inventory holdings during the year to minimise the risk to supply and to reduce freight costs. Due to strong demand and some manufacturing constraints, we have not been able to reach our targeted inventory levels to date; however, we have maintained continuous supply throughout FY21, often under very challenging conditions. During FY22, it is expected that inventory across all key product lines will reach targeted levels.

In FY21, we invested in excess of \$30 million in engineering in order to further diversify our revenues through new product introductions. This will ensure that our products remain leading-edge, continue to drive future growth and position us to take further market share from competitors.



DIRECTORS' REPORT (continued)

**OPERATING AND FINANCIAL REVIEW (continued)**

**Financial performance and other matters (continued)**

**Performance by business unit:**

**Metal Detection – Recreational, Gold Mining and Countermine**

Minelab is the world leader in handheld metal detecting technologies for the recreational, gold mining, demining and military markets. For more than 30 years, Minelab has introduced more innovative technology than any of its competitors and has taken the metal detection industry to new levels of technological excellence.

Minelab delivered another record performance during the last 12 months, with sales increasing 38% to \$327 million. The business achieved significant growth across all market segments with recreational and gold mining having record sales years and Countermine sales increasing 34% on FY20.

In recreation, our strategy to develop lower priced detectors, using our Multi-IQ® technology has allowed Minelab to grow its market share and successfully penetrate a number of big box retailers. The VANQUISH® product, now in its second year, has exceeded all expectations. Previously, Minelab had focused almost exclusively on high end detectors and now by extending our product portfolio to include entry level and mid-market segments, we have been able to gain market share, as well as grow the total size of the market. Minelab's presence in big box retail stores across North America has grown, providing significant brand awareness and accessibility to our products.

In artisanal gold mining, Minelab continued to grow across its entire product range, with our detectors achieving market leadership across all price points. The Gold Monster®, which was designed to withstand the harsh African environment, has become the machine-of-choice at the entry level and we continue to see customers upgrade to the top-of-line GPZ 7000®.

Minelab released the GPX®6000 in the second half of FY21, which includes our latest Geo Sense-Pi® (Pulse Induction) technology. Geo Sense-Pi® technology responds to ground signals with great clarity and precision, accurately isolating and reporting gold signals in the most difficult environments – even those once considered undetectable. Since the product launch, feedback from the market has been very positive and with production now reaching targeted levels, GPX 6000® is expected to make a significant contribution to Minelab's sales in FY22.

During FY21, Minelab launched the MF5®, a Countermine detector based on our Multi-IQ® technology, which is also incorporated into our successful MDS10 dual sensor detector. Minelab now offers the latest metal detection technology across both single and dual sensor requirements.

As the market leader in metal detectors, our investment in product development remains a priority, so that we can continue to widen the technology gap between Minelab and our competitors. The unique and distinctive technology embedded within our metal detectors underpins the success of this business.

In FY22, Minelab will benefit from a full year of GPX 6000® sales, increased geographical expansion and the on-going release of new products. Despite ongoing supply challenges, we remain confident of continued success in FY22.

**Communications – Tactical, DTC, Zetron and LMR**

Codan Communications designs and manufactures mission-critical communications solutions for global military, public safety and commercial applications. Its solutions allow customers to save lives, enhance security and support peacekeeping activities worldwide.

As expected, Codan Communications sales reduced by \$8.5 million compared to FY20. Whilst the LMR business achieved another record performance, the Tactical Communications business continued to be impacted by COVID-19. Deferred government programs due to health spending priorities and the inability to travel freely, restricted our efforts to develop and close new business.

One of the great strengths of the Tactical Communications business has been our ability to deliver communications solutions to customers in difficult and diverse environments, one of these markets in recent years has been Afghanistan. During FY21, sales into Afghanistan made up 9% of our Communications business. Given the developments in Afghanistan our sales team will continue to focus on the other markets in the Central Asia region.

The recent acquisition of DTC for a consideration of \$114 million is an important acquisition that adds leading edge technology to our communications solutions. Our strategy is to provide a total solution by transitioning from a traditional voice platform to one including data and video. This acquisition will supplement our traditional HF business and provide another significant revenue stream, particularly in the large North American market.

DTC's MIMO Mesh products provide wireless transmission of video and other data applications, which are complementary capabilities to our existing Tactical Communications solutions. We have realised immediate synergies by integrating the sales and marketing teams for both DTC and Codan. This will allow us to access new geographic routes to markets by leveraging Codan's existing global distribution channels into the developing world. Over the long term, our combined engineering capabilities will allow us to bring unique value to a diverse global customer base from military to security to broadcasting.

By continuing to transition into larger systems projects, we achieved another record sales year for our LMR products. Our LMR customers predominantly reside in North America and as such, travel and the ability to close sales have been less affected by COVID-19.

The strategy for LMR has been to expand into adjacent technology solutions and in April 2021, we completed the Zetron acquisition for a consideration of \$60 million. Zetron's technology solutions provide the software that is used in control centres to receive and triage incoming calls and then communicate with public safety first-responders. Our merged LMR and Zetron businesses will operate under the Zetron brand in the future. The integration of the two operations has commenced and is progressing as planned.

In FY22, the focus will be on integrating the new businesses and realising the planned sales and cost synergies.

**Tracking Solutions – Minetec**

In June 2021, Codan entered into an agreement to sell 100% of the shares in Minetec to Caterpillar Holdings Australia.

Under Codan's ownership, the Minetec business had not scaled to a level that supported the ongoing investment required for a technology-based business. As a result, the Board undertook a strategic review of the business. While the technology developed by Minetec is world class, the Board concluded that Codan was not the best owner and therefore the decision was made to sell the business.

This transaction was settled on 1 July 2021 for a consideration of \$18 million with an earn out in place for the next five years.

**Outlook**

As a result of the strategic initiatives discussed above, Codan remains well positioned for another successful year in FY22. Whilst it is too early for the Board to give profit guidance for Codan, there are a number of factors that are relevant when considering the outlook for FY22:

- strong start to the year and in line with the FY21 run rate;
- demand for our metal detection products remains strong;
- Minelab will benefit from a full year of GPX 6000® sales;
- Communications segment to include a full year of the newly acquired DTC and Zetron businesses. FY22 will be a year of integration for these two new businesses; and
- uncertainty around Tactical Communications and supply chain due to COVID-19 still exists.

The Board will provide a further business update at the Annual General Meeting in October, which will be held virtually.

**Managing Director**

Donald McGurk has advised the Board today that it is his intention to retire from his role as Managing Director of Codan sometime within the next 9-12 months. Donald will remain as Managing Director until such time as a successor is appointed to ensure a smooth transition.

**Sustainability reporting**

The Board engaged a consulting firm to assist with the identification of the environmental, social and governance matters most relevant for Codan and to then assess how to address those risks and report against them. While these risks may not have a material financial impact on Codan in the short term the Board is conscious of ensuring that Codan appropriately addresses the environmental, social and governance risks that are relevant for the organisation. The Board is pleased that the FY21 annual report includes Codan's second environmental, social and governance report which has been prepared under the banner of a Sustainability Report.

**DIVIDENDS**

Dividends paid or declared by the company to members since the end of the previous financial year were:

	Cents per share	Total amount \$000	Franked	Date of payment
Declared and paid during the year ended 30 June 2021:				
FY20 final	11.0	19,856	100%	11 September 2020
FY21 interim	10.5	18,953	100%	11 March 2021
Declared after the end of the year:				
FY21 final	16.5	29,783	100%	10 September 2021

All dividends paid or declared by the company since the end of the previous financial year were fully franked.

**EVENTS SUBSEQUENT TO REPORTING DATE**

Except for the sale of Minetec which settled on 1 July 2021 and has been mentioned elsewhere in this financial report and the declaration of the FY21 final dividend detailed in note 7, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the company, to affect significantly the operations of the group, the results of those operations, or the state of affairs of the group, in future financial years.

**LIKELY DEVELOPMENTS**

The group will continue with its strategy of continuing to invest in new product development and to seek opportunities to further strengthen profitability by expanding into related businesses offering complementary products and technologies.

Further information about likely developments in the operations of the group and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the group.



DIRECTORS' REPORT (continued)

**DIRECTORS' INTERESTS**

The relevant interest of each director in the shares issued by the company as notified by the directors to the Australian Securities Exchange in accordance with S205G(1) of the Corporations Act 2001, at the date of this report is as follows:

	Ordinary shares
Mr D J Simmons	86,636
Mr D S McGurk	600,948
Lt-Gen P F Leahy	57,708
Mr G R C Barclay	38,829
Ms K J Gramp	12,500

**INDEMNIFICATION AND INSURANCE OF OFFICERS**

**Indemnification**

The company has agreed to indemnify the current and former directors and officers of the company and certain controlled entities against all liabilities to another person (other than the company or a related body corporate) that may arise from their position as directors and secretaries of the company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The Deed of Access, Indemnity and Insurance stipulates that the company and certain controlled entities will meet the full amount of any such liabilities, including costs and expenses.

**Insurance premiums**

The directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts, as such disclosure is prohibited under the terms of the contract.

**NON-AUDIT SERVICES**

During the year, KPMG, the company's auditor, has performed certain other services in addition to their statutory duties.

The board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

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

Refer page 19 for a copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001.

Details of the amounts paid or payable to the auditor of the company, KPMG, and its related practices for audit and non-audit services provided during the year are as follows:

	Consolidated	
	2021	2020
	\$	\$
<b>STATUTORY AUDIT</b>		
Audit and review of financial reports	218,644	231,259
	<b>218,644</b>	231,259
<b>SERVICES OTHER THAN STATUTORY AUDIT</b>		
Taxation advice and compliance services	22,997	49,383
Royalty agreement assurance services	–	10,945
	<b>22,997</b>	60,328

**ROUNDING OFF**

The company is of a kind referred to in ASIC Legislative Instrument 2016/191 dated 1 April 2016 and, in accordance with that Legislative Instrument, amounts in the financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

This report is made with a resolution of the directors:



**D J Simmons**  
Director



**D S McGurk**  
Director

Dated at Mawson Lakes  
this 18th day of August 2021.

LEAD AUDITOR'S INDEPENDENCE DECLARATION under Section 307c of the Corporations Act 2001




Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Codan Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Codan Limited for the financial year ended 30 June 2021 there have been:

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

Paul Cenko  
Partner

Adelaide  
18 August 2021

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## CONSOLIDATED INCOME STATEMENT

for the year ended 30 June 2021

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>CONTINUING OPERATIONS</b>			
Revenue	2	437,049	348,017
Cost of sales		(193,911)	(151,481)
<b>Gross profit</b>		<b>243,138</b>	<b>196,536</b>
Other income	6	49	359
Administrative expenses		(23,151)	(21,925)
Sales and marketing expenses		(53,463)	(51,054)
Engineering expenses		(26,234)	(25,920)
Net financing costs	5	(1,612)	(1,457)
Other expenses	6	(7,913)	(7,518)
<b>Profit before tax</b>		<b>130,814</b>	<b>89,021</b>
Income tax expense	9	(40,617)	(25,058)
<b>Profit for the period</b>		<b>90,197</b>	<b>63,963</b>
<b>Attributable to:</b>			
Equity holders of the company		90,351	63,795
Non-controlling interests		(154)	168
		<b>90,197</b>	<b>63,963</b>
<b>EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:</b>			
Basic earnings per share	8	50.1 cents	35.5 cents
Diluted earnings per share	8	49.8 cents	35.3 cents

The consolidated income statement is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 65 to 100.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2021

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>Profit for the period</b>		<b>90,197</b>	63,963
<b>Items that may be reclassified subsequently to profit or loss</b>			
Changes in fair value of cash flow hedges		(1,441)	713
less tax effect		433	(214)
Changes in fair value of cash flow hedges, net of income tax	23	(1,008)	499
Exchange differences on translation of foreign operations	23	4,097	(2,160)
<b>Other comprehensive income/(loss) for the period, net of income tax</b>		<b>3,089</b>	<b>(1,661)</b>
<b>Total comprehensive income for the period</b>		<b>93,286</b>	<b>62,302</b>
<b>Attributable to:</b>			
Equity holders of the company		93,440	62,134
Non-controlling interests		(154)	168
		<b>93,286</b>	<b>62,302</b>

The consolidated statement of comprehensive income is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 65 to 100.



## CONSOLIDATED BALANCE SHEET

for the year ended 30 June 2021

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	10	22,362	92,830
Trade and other receivables	13	34,959	24,752
Inventory	14	66,433	32,606
Current tax assets	9	122	343
Assets held for sale	16	17,762	-
Other assets	15	15,273	6,969
<b>Total current assets</b>		<b>156,911</b>	<b>157,500</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	17	17,763	14,176
Right-of-use assets	34	26,989	25,367
Product development	18	74,569	67,777
Intangible assets	19	227,327	86,746
<b>Total non-current assets</b>		<b>346,648</b>	<b>194,066</b>
<b>Total assets</b>		<b>503,559</b>	<b>351,566</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	20	106,515	47,044
Lease liabilities	34	6,950	3,775
Current tax payable	9	14,785	11,958
Liabilities held for sale	16	1,043	-
Provisions	21	13,214	8,159
<b>Total current liabilities</b>		<b>142,507</b>	<b>70,936</b>
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	34	25,170	26,779
Loans and borrowings	11	24,000	-
Deferred tax liabilities	9	7,018	4,727
Provisions	21	1,254	1,781
<b>Total non-current liabilities</b>		<b>57,442</b>	<b>33,287</b>
<b>Total liabilities</b>		<b>199,949</b>	<b>104,223</b>
<b>Net assets</b>		<b>303,610</b>	<b>247,343</b>
<b>EQUITY</b>			
Share capital	22	45,842	44,746
Reserves	23	70,471	66,688
Retained earnings		187,297	135,909
<b>Total equity</b>		<b>303,610</b>	<b>247,343</b>
Total equity attributable to the equity holders of the company		303,724	247,303
Non-controlling interests		(114)	40
		<b>303,610</b>	<b>247,343</b>

The consolidated balance sheet is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 65 to 100.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2021

	Consolidated						
	Share capital \$000	Foreign currency translation reserve \$000	Hedging reserve \$000	Equity based payment reserve \$000	Profit reserve \$000	Retained earnings* \$000	Total \$000
<b>2021</b>							
Balance as at 1 July 2020	44,746	4,552	353	2,802	58,981	135,909	247,343
Profit for the period	-	-	-	-	-	90,197	90,197
Performance rights expensed	-	-	-	1,537	-	-	1,537
Change in fair value of cash flow hedges	-	-	(1,008)	-	-	-	(1,008)
Exchange differences on translation of foreign operations	-	4,097	-	-	-	-	4,097
	<b>44,746</b>	<b>8,649</b>	<b>(655)</b>	<b>4,339</b>	<b>58,981</b>	<b>226,106</b>	<b>342,166</b>
<b>Transactions with owners of the company</b>							
Dividends recognised during the period	-	-	-	-	-	(38,809)	(38,809)
Issue of shares from performance rights	843	-	-	(843)	-	-	-
Employee share plan, net of issue costs	253	-	-	-	-	-	253
	<b>1,096</b>	<b>-</b>	<b>-</b>	<b>(843)</b>	<b>-</b>	<b>(38,809)</b>	<b>(38,556)</b>
<b>Balance at 30 June 2021</b>	<b>45,842</b>	<b>8,649</b>	<b>(655)</b>	<b>3,496</b>	<b>58,981</b>	<b>187,297</b>	<b>303,610</b>

\*The amounts in retained earnings includes the portion for non-controlling interests with an opening retained earnings as at 1 July 2020 of \$0.040 million, FY21 loss after tax of \$0.154 million which results in a closing balance of \$0.114 million retained loss as at 30 June 2021.

	Consolidated						
	Share capital \$000	Foreign currency translation reserve \$000	Hedging reserve \$000	Equity based payment reserve \$000	Profit reserve \$000	Retained earnings \$000	Total \$000
<b>2020</b>							
Balance as at 1 July 2019	43,761	6,712	(146)	2,105	58,981	99,801	211,214
Transition to AASB 16 (net of tax)	-	-	-	-	-	(857)	(857)
Profit for the period	-	-	-	-	-	63,963	63,963
Performance rights expensed	-	-	-	1,682	-	-	1,682
Change in fair value of cash flow hedges	-	-	499	-	-	-	499
Exchange differences on translation of foreign operations	-	(2,160)	-	-	-	-	(2,160)
	<b>43,761</b>	<b>4,552</b>	<b>353</b>	<b>3,787</b>	<b>58,981</b>	<b>162,907</b>	<b>274,341</b>
<b>Transactions with owners of the company</b>							
Dividends recognised during the period	-	-	-	-	-	(26,998)	(26,998)
Issue of shares from performance rights	985	-	-	(985)	-	-	-
	<b>985</b>	<b>-</b>	<b>-</b>	<b>(985)</b>	<b>-</b>	<b>(26,998)</b>	<b>(26,998)</b>
<b>Balance at 30 June 2020</b>	<b>44,746</b>	<b>4,552</b>	<b>353</b>	<b>2,802</b>	<b>58,981</b>	<b>135,909</b>	<b>247,343</b>

The consolidated statement of changes in equity is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 65 to 100.



## CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2021

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Cash receipts from customers		450,231	350,298
Cash paid to suppliers and employees		(281,501)	(227,888)
Interest received		385	378
Interest paid		(741)	(271)
Finance charge on lease liabilities	34	(718)	(703)
Income taxes paid (net)		(36,356)	(17,830)
<b>Net cash from operating activities</b>	12	<b>131,300</b>	<b>103,984</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of subsidiaries (net of cash acquired)	3, 4	(159,774)	–
Proceeds from disposal of property, plant and equipment		2	3,981
Payments for capitalised product development		(18,566)	(18,769)
Payments for intellectual property		–	(24)
Acquisition of property, plant and equipment		(4,139)	(3,759)
Acquisition of intangibles (computer software and licences)		(244)	(442)
<b>Net cash used in investing activities</b>		<b>(182,721)</b>	<b>(19,013)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Drawdowns/(repayments) of borrowings	11	24,000	–
Payment of lease liabilities (principle)	34	(4,195)	(2,983)
Dividends paid	7	(38,809)	(26,998)
<b>Net cash provided by/(used in) financing activities</b>		<b>(19,004)</b>	<b>(29,981)</b>
<b>Net increase/(decrease) in cash held</b>		<b>(70,425)</b>	<b>54,990</b>
Cash and cash equivalents at the beginning of the financial year		92,830	37,521
Effects of exchange rate fluctuations on cash held		351	319
Cash reclassified to asset held for sale	16	(394)	–
<b>Cash and cash equivalents at the end of the financial year</b>	10	<b>22,362</b>	<b>92,830</b>

The consolidated statement of cash flows is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 65 to 100.

## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## 1. SIGNIFICANT ACCOUNTING POLICIES

Codan Limited (the "company") is a company domiciled in Australia and is a for-profit entity. The consolidated financial report of the company as at and for the year ended 30 June 2021 comprises the company and its subsidiaries (together referred to as the "group" and individually as "group entities"). The financial report was authorised for issue by the directors on 18 August 2021.

## (a) Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001*.

The consolidated financial report of the group complies with International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board ("IASB").

## (b) Basis of preparation

The consolidated financial report is prepared in Australian dollars (the company's functional currency and the functional currency of the majority of the group) on the historical costs basis except that derivative financial instruments are stated at their fair value.

The group is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and, in accordance with that Legislative Instrument, amounts in the financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

## Use of estimates and judgements

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year relate to:

- impairment assessments of non-current assets, including product development and goodwill (refer note 19).
- measurement of inventory net realisable value (refer note 1 (l)).
- measurement of expected credit loss allowance for trade receivables (refer note 29(a)).

## Changes in accounting policies

The accounting policies applied in these financial statements are the same as those applied in the group's consolidated financial statements as at and for the year ended 30 June 2020.

## (c) Basis of consolidation

Subsidiaries are entities controlled by the group. Control exists when the group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the group.

Unrealised gains and losses and inter-entity balances resulting from transactions with or between subsidiaries are eliminated in full on consolidation.

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the group. Transaction costs, other than those associated with the issue of debt or equity securities that the group incurs in connection with a business combination, are expensed as incurred.

Upon the loss of control, the group derecognises the assets and liabilities of the subsidiary, and non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the income statement.

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

Transaction costs that the group incurs in connection with a business combination, such as mergers and acquisitions advisory fees, legal fees, due diligence fees, and other professional and consulting fees, are expensed as incurred.

## (d) Revenue recognition

Revenues are recognised at the fair value of the consideration received or receivable, net of the amount of goods and services tax (GST) payable to taxation authorities.

## Sale of goods

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable (net of rebates, returns, discounts and other allowances). Revenue is recognised when performance obligations are satisfied and the significant risks and rewards of ownership pass to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Control usually passes when the goods are shipped to the customer.



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## 1. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Construction contracts

Contract revenue includes the initial amount agreed in the contract, plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue is recognised in the income statement in proportion to the stage of completion of the contract as performance obligations are satisfied. Contract expenses are recognised as incurred unless they create an asset related to future contract activity.

The stage of completion is assessed by reference to costs incurred comparing with total estimated costs. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in the income statement.

### Rendering of services

Revenue from rendering services is recognised in the period in which the service is provided. Revenue is determined based on hours incurred.

### (e) Net financing costs

Net financing costs include interest paid relating to borrowings, interest received on funds invested, unwinding of discounts and foreign exchange gains and losses. Qualifying assets are assets that take more than 12 months to get ready for their intended use or sale. In these circumstances, borrowing costs are capitalised to the cost of the qualifying assets. Interest income and borrowing costs are recognised in the income statement on an accruals basis, using the effective-interest method. Foreign currency gains and losses are reported on a net basis.

### (f) Foreign currency

Foreign currency transactions are translated to Australian dollars at the rates of exchange ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement, except for differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation, or qualifying cash flow hedges, which are recognised in other comprehensive income and presented within equity, to the extent that the hedge is effective.

### Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair-value adjustments arising on acquisition, are translated to Australian dollars at the foreign exchange rates ruling at the reporting date. Equity items are translated at historical rates. The income and expenses of foreign operations are translated to Australian dollars at the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on translation are taken directly to the foreign currency translation reserve until the disposal, or partial disposal, of the foreign operations.

Foreign exchange gains and losses arising from a monetary item receivable or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and on consolidation they are recognised in other comprehensive income, and are presented within equity in the foreign currency translation reserve.

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised directly in other comprehensive income to the extent that the hedge is effective, and are presented within equity in the hedging reserve. To the extent that the hedge is ineffective, such differences are recognised in the income statement. When the hedged part of a net investment is disposed of, the associated cumulative amount in equity is transferred to the income statement as an adjustment to the income statement on disposal.

### (g) Derivative financial instruments

The group has used derivative financial instruments to hedge its exposure to foreign exchange and interest rate movements. In accordance with its policy, the group does not hold derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments. Derivative financial instruments are recognised initially at fair value. Attributable transaction costs are recognised in the income statement when incurred. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on re-measurement to fair value is recognised immediately in the income statement unless the derivative qualifies for hedge accounting.

### Hedging

On initial designation of the hedge, the group formally documents the relationship between the hedging instrument and hedged item, including the risk management objectives and strategy in undertaking the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship.

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in comprehensive income and presented within equity. When the forecast transaction subsequently results in the recognition of a financial asset or liability, then the associated gains and losses that were recognised directly in equity are reclassified into the income statement.

### (g) Derivative financial instruments (continued)

#### Hedging (continued)

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to profit or loss.

### (h) Taxation

Income tax expense on the income statement comprises a current and deferred tax expense. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, or in other comprehensive income.

Current tax expense is the expected tax payable on the taxable income for the year using tax rates enacted or substantially enacted at the reporting date, adjusted for any prior year under or over provision. The movement in deferred tax assets and liabilities results in a deferred tax expense, unless the movement results from a business combination, in which case the tax entry is recognised in goodwill, or a transaction has impacted equity, in which case the tax entry is also reflected in equity.

Deferred tax assets and liabilities arise from temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle the tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### Tax consolidation

The company is the head entity in the tax-consolidated group comprising all the Australian wholly owned subsidiaries. The company recognises the current tax liability of the tax-consolidated group. The tax-consolidated group has determined that subsidiaries will account for deferred tax balances and will make contributions to the head entity for the current tax liabilities as if the subsidiary prepared its tax calculation on a stand-alone basis.

The company recognises deferred tax assets arising from unused tax losses of the tax consolidated group to the extent that it is probable that future taxable profits of the tax consolidated group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses, as a result of revised assessments of the probability of recoverability, are recognised by the head entity only.

### (i) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or is expensed.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the balance sheet.

Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recovered from, or payable to, the ATO are classified as operating cash flows.

### (j) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank overdrafts form an integral part of the group's cash management and are included as a component of cash and cash equivalents for the purpose of the Consolidated Statement of Cash Flows.

### (k) Trade and other receivables

Trade debtors are to be settled within agreed trading terms, typically less than 60 days, and are initially recognised at fair value and then subsequently at amortised cost, less any expected credit loss allowances. Under the "lifetime expected credit loss" model, the allowance for credit losses is calculated by considering on a discounted basis the cash shortfalls it would incur in various default scenarios for prescribed future periods and multiplying the shortfalls by the probability weighted outcomes. Significant receivables are individually assessed. Non-significant receivables are not individually assessed; instead, credit loss testing is performed by considering the risk profile of that group of receivables. All allowances for credit losses are recognised in the income statement.



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## 1. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (l) Inventories

Raw materials and stores, work in progress and finished goods are measured at the lower of cost (determined on a first-in first-out basis) and net realisable value. Net realisable value represents the selling price that could be achieved in the ordinary course of business, and is calculated having regard to the quantity of stock on hand in comparison to past usage. In the case of manufactured inventories and work in progress, costs comprise direct materials, direct labour, other direct variable costs and allocated factory overheads necessary to bring the inventories to their present location and condition.

### (m) Project work in progress

Project work in progress represents the gross unbilled amount expected to be collected from customers for project work performed to date. It is measured at cost, plus profit recognised to date, less progress billings and recognised losses. Cost includes all expenditure related directly to specific projects. Project work in progress is presented as part of other assets in the balance sheet for all projects in which costs incurred, plus recognised profits, exceed progress billings.

### (n) Intangible assets

#### Product development costs

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the income statement as an expense when incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products, is capitalised only if development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable and the group intends to, and has sufficient resources to, complete development and to use or sell the asset.

The expenditure capitalised has a finite useful life and includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use, less accumulated amortisation and accumulated impairment losses. Other development expenditure is recognised in the income statement when incurred.

#### Goodwill

All business combinations are accounted for by applying the acquisition method, and goodwill may arise upon the acquisition of subsidiaries. Goodwill is stated at cost, less any accumulated impairment losses, and has an indefinite useful life. It is allocated to cash-generating units and is not amortised but is tested annually for impairment.

### Measuring goodwill

The group measures goodwill as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, as well as the fair value of any pre-existing non-controlling interest, less the net recognised amount (generally fair value) of the identifiable assets acquired (including intangible assets) and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the group to the previous owners of the acquiree, and equity interests issued by the group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the company.

### Contingent liabilities

A contingent liability of the acquiree is recognised as an assumed liability in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

### Licences and other intangible assets

Licences and other intangible assets that are acquired by the group, which have finite useful lives, are stated at cost, less accumulated amortisation and accumulated impairment losses. Expenditure on internally generated goodwill and brands is recognised in the income statement as incurred.

### Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the income statement as incurred.

### Amortisation

Amortisation is calculated on the cost of the asset, less its residual value.

Amortisation is charged to the income statement on either a straight-line or units of production basis. Intangible assets are amortised over their estimated useful lives from the date that they are available for use, but goodwill is only written down if there is an impairment.

The estimated useful lives in the current and comparative periods are as follows:

	Straight-line	Units of production
Product development, licences and intellectual property	2 - 15 years	5 - 10 years
Computer software	3 - 7 years	Not Applicable
Brand names	20 years	Not Applicable
Customer relationships	5 years	Not Applicable

Amortisation methods, useful lives and residual values are reviewed at each reporting date.

### (o) Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

### Owned assets

Items of property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" or "other expenses" in the income statement.

### (p) Property, plant and equipment

#### Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement as incurred.

#### Depreciation

Depreciation is calculated on the depreciable amount, which is the cost of an asset, less its residual value.

Depreciation is charged to the income statement on property, plant and equipment on a straight-line basis over the estimated useful life of the assets. Capitalised leased assets are amortised on a straight-line basis over the term of the relevant lease, or where it is likely the group will obtain ownership of the asset, the life of the asset. The main depreciation rates used for each class of asset for current and comparative periods are as follows:

Right-of-use assets	7% to 25%
Leasehold property	6% to 10%
Plant and equipment	7% to 40%

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

### (q) Impairment

The carrying amounts of the group's assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. If any such impairment exists, the asset's recoverable amount is estimated.

For goodwill and intangible assets that have an indefinite useful life or are not yet available for use, the recoverable amount is estimated annually.

The recoverable amount of non-financial assets is the greater of their fair value, less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

The group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the cash-generating units to which the corporate asset belongs.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash inflows that are largely independent from other assets or groups of assets. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill and then to reduce the carrying amount of the other non-financial assets in the cash-generating unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### (r) Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received. Trade accounts payable are normally settled within 60 days.



## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## 1. SIGNIFICANT ACCOUNTING POLICIES (continued)

**(s) Interest bearing borrowings**

Interest bearing borrowings are recognised initially at their fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost, with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective-interest basis.

**(t) Employee benefits****Wages, salaries and annual leave**

Liabilities for employee benefits for wages, salaries, incentives and annual leave represent current obligations resulting from employees' services provided to the reporting date, calculated at undiscounted amounts based on remuneration rates that the group expects to pay as at the reporting date, including related on-costs such as superannuation, workers' compensation insurance and payroll tax.

**Long service leave**

The provision for employee benefits for long service leave represents the present value of the estimated future cash outflows resulting from the employees' services provided to the reporting date. The provision is calculated using expected future increases in wage and salary rates, including related on-costs, and expected settlement dates based on turnover history, and is discounted using high-quality corporate bond rates at the reporting date which most closely match the terms of maturity of the related liabilities.

**Defined contribution superannuation plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The group contributes to defined contribution superannuation plans and these contributions are expensed in the income statement as incurred.

**(u) Provisions**

A provision is recognised when there is a present legal or constructive obligation as a result of a past event, it can be estimated reliably and it is probable that a future sacrifice of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows required to settle the obligation at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

**Restructuring and employee termination benefits**

A provision for restructuring is recognised when the group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating costs are not provided for.

**Warranty**

A provision is made for the group's estimated liability on all products sold and still under warranty, and includes claims already received. The estimate is based on the group's warranty cost experience over previous years.

**(v) Leases**

A lease arrangement is one that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The group does not recognise lease arrangements in respect of intangible assets. The payments associated with short-term lease arrangements and leases of low-value assets are recognised on a straight-line basis in the Income Statement. Short-term leases are leases with a lease term of 12 months or less. The group applies the requirements of the leasing standard on a lease-by-lease basis. The main type of leases of the group are leases for offices, warehouses and manufacturing facilities.

**Right-of-use assets**

The group recognises a right-of-use asset and a lease liability at the commencement date of the lease arrangement. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and estimates of costs to dismantle or remediate the underlying asset, less any lease incentives received. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset. In addition, the right-of-use asset may be adjusted periodically due to remeasurements of the lease liability.

**Lease liabilities**

The lease liability is initially measured at the present value of the outstanding lease payments at the commencement date of the arrangement, discounted using the borrowing rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Generally, the group uses its incremental borrowing rate as the discount rate.

Some property leases contain extension options exercisable by the group. The group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

The lease liability is subsequently measured through increasing the carrying amount to reflect interest on the lease liability, less lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate or if the group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

**(w) Share capital - ordinary shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**(x) Share-based payment transactions**

Share-based payments in which the group receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained from the group.

The grant-date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards which vest.

**(y) Future Australian Accounting Standards requirements**

A number of new standards are effective after 2021 and earlier application is permitted; however, the group has not early adopted the new or amended standards in preparing these consolidated financial statements. The group does not expect that these new accounting standards will have a material impact on the consolidated financial statements.



## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## GROUP PERFORMANCE

## 2. SEGMENT ACTIVITIES

The group determines and presents operating segments based on the information that is internally provided to the CEO, who is the group's chief operating decision-maker.

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses. All operating segments' results are regularly reviewed by the group's CEO, to make decisions about resources to be allocated to the segments and assess their performance.

Segment results relate to the underlying operations of a segment and are as reported to the CEO, and include the expense from functions that are directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the company's headquarters and cash balances), corporate expenses, non-underlying other income and expense, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

The group's primary format for segment reporting is based on business segments.

## Business segments

The group comprises three business segments. The Communications segment includes the design, development, manufacture and marketing of communications equipment. The Metal Detection segment includes the design, development, manufacture and marketing of metal detection equipment. Lastly, the Tracking Solutions segment includes the design, manufacture, maintenance and support of a range of electronic products and associated software for the mining sector. The Tracking Solutions segment was sold on 1 July 2021 and therefore will not be reported in future financial statements.

Two or more operating segments may be aggregated into a single operating segment if they are similar in nature. The Communications segment comprises of the following operating segments: Tactical, DTC, Zetron and LMR, which are aggregated because they have similar characteristics such as long-term average gross margins, nature of products, production process and regulatory environment, type of customers and distribution methods.

## Geographical areas

In presenting information on the basis of geographical areas, segment revenue has been based on the geographic location of the invoiced customer. Segment assets are based on the geographic location of the assets. The group has manufacturing and corporate offices in Australia, Canada, Denmark, United Kingdom and United States, with overseas representative offices in Brazil, Ireland, Mexico, Singapore and the United Arab Emirates.

Information about reportable segments	Communications		Metal detection		Tracking solutions		Consolidated	
	2021 \$000	2020 \$000	2021 \$000	2020 \$000	2021 \$000	2020 \$000	2021 \$000	2020 \$000
<b>Revenue</b>								
External segment revenue	95,490	103,987	326,564	236,388	14,995	7,642	437,049	348,017
<b>Result</b>								
Segment result	16,206	23,849	142,384	97,384	3,111	(3,567)	161,701	117,666
Impairment							–	(7,518)
Unallocated net financing costs							(895)	(754)
Unallocated income and expenses							(22,079)	(20,373)
Underlying Profit from operating activities							138,727	89,021
Income tax expense (excluding tax on restructuring expenses)							(41,438)	(25,058)
<b>Underlying net profit</b>							97,289	63,963
Acquisition related expenses							(5,177)	–
Restructuring expenses							(1,915)	–
<b>Statutory net profit</b>							90,197	63,963
<b>Non-cash items included above</b>								
Depreciation and amortisation	7,743	8,988	9,461	8,451	1,071	2,347	18,275	19,786
Unallocated depreciation and amortisation							754	865
Impairment							–	7,518
<b>Total depreciation and amortisation</b>							19,029	28,169
<b>Assets</b>								
Capital expenditure	335	919	2,226	2,350	16	104	2,577	3,373
Unallocated capital expenditure							1,541	386
<b>Total capital expenditure</b>							4,118	3,759
Segment assets	294,043	96,252	130,879	114,290	17,762	19,113	442,684	229,655
Unallocated corporate assets							60,875	121,911
<b>Consolidated total assets</b>							503,559	351,566

The group derived its revenues from a number of countries. The three significant countries where revenue was 10% or more of total revenue were United Arab Emirates totalling \$133.487 million (2020: \$127.019 million), the United States of America totalling \$102.134 million (2020: \$79.620 million) and Australia totalling \$52.761 million (2020: 32.781 million). The two significant customers where revenue was 10% or more of total revenue totalled \$50.051 million (2020: \$22.677 million) and \$44.387 million (2020: \$38.065 million) respectively.

The group's non-current assets, excluding financial instruments and deferred tax assets, were located as follows: the United States of America \$156.025 million (2020: \$0.588 million), Australia \$137.902 million (2020: \$147.702 million), Canada \$47.694 million (2020: \$45.023 million), United Kingdom \$2.948 million (2020: Nil), Denmark \$1.463 million (2020: Nil), United Arab Emirates \$0.268 million (2020: \$0.622 million), Brazil \$0.114 million (2020: \$0.108), Mexico \$0.035 million (2020: nil) and Ireland \$0.019 million (2020: \$0.023 million).



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## GROUP PERFORMANCE (continued)

### 3. ACQUISITION OF ZETRON

On 30 April 2021, the company acquired all the shares in US-based company, Zetron, Inc. (Zetron), for an upfront cost of \$60.216 million inclusive of \$9.780 million in cash that was held by the business. The acquisition of Zetron is in line with Codan's well publicised strategy to transform our Communications businesses from products to solutions.

From the acquisition date, Zetron has been consolidated within the group's results and has been reported in the Communications segment in Note 2. The following summary provides current estimates of the major classes of consideration transferred, the expected recognised amounts of assets acquired and liabilities assumed and the estimated goodwill at the acquisition date.

Estimated fair value of consideration transferred	\$000
Cash paid on completion	60,216
Acquiree's cash balance at acquisition date	(9,780)
	50,436

#### Estimated fair value of identifiable assets acquired and liabilities assumed, on a provisional basis

Trade and other receivables	19,151
Inventories	8,574
Other assets	4,415
Property, plant and equipment	1,314
Right-of-use assets	2,961
Intangible assets	2,505
Trade and other payables	(20,005)
Lease Liabilities	(3,382)
Provisions	(2,946)
Taxes	(865)
	11,722

#### Estimated goodwill as a result of the acquisition

Estimated fair value of consideration transferred	50,436
Estimated fair value of identifiable assets acquired and liabilities assumed, on a provisional basis	(11,722)
	38,714

The goodwill is mainly attributable to the synergies that will be realised by incorporating Zetron into Codan's Communications business, Zetron's extensive distribution network and customer loyalty.

The goodwill is not expected to be deductible for tax purposes.

#### Acquisition-related costs

During the year the group incurred acquisition-related costs of \$1.343 million relating to external legal fees, consulting and due diligence costs. The due diligence costs have been included as other expenses within the consolidated income statement. No other acquisition-related costs were incurred.

#### Contribution to year-end results

The acquired business contributed revenues of \$9.263 million and a breakeven EBITDA to the Group for the period from 30 April 2021 to 30 June 2021. If the acquisition had occurred on 1 July 2020, the acquired business' contribution to the consolidated pro-forma revenue and EBITDA for the year ended 30 June 2021 would have been \$59.737 million and \$3.881 million respectively. It is impractical to estimate the impact the acquisition would have had if applied from 1 July 2020, at a net profit after tax level, due to the impact of taxation and amortisation. Zetron was not controlled by Codan for the most part of FY21 and there are synergies to be realised by bringing Zetron into Codan's Communications business and as a result, past performance is not expected to be representative of future results under Codan's ownership.

### 4. ACQUISITION OF DOMO TACTICAL COMMUNICATIONS

On 12 May 2021, the company acquired all of the shares in US-based company, Domo Tactical Communications (DTC), for an upfront cost of \$113.950 million inclusive of \$4.612 million in cash that was held by the business, with the possibility of an earn-out of up to USD 16 million if certain gross margin targets are achieved in calendar year 2021. The company has attributed no value to this earn-out as the gross margin targets are unlikely to be achieved. The acquisition of DTC is consistent with Codan's strategic growth plan for our Tactical Communications business. This is focused on providing total communications solutions by transitioning from a traditional voice only platform via the addition of data and video communication capabilities. This acquisition fills a technology gap and will be able to leverage Codan's global distribution channels into the developing world.

From the acquisition date, DTC has been consolidated within the group's results and has been reported in the Communications segment in Note 2. The following summary provides current estimates of the major classes of consideration transferred, the expected recognised amounts of assets acquired and liabilities assumed and the estimated goodwill at the acquisition date.

Estimated fair value of consideration transferred	\$000
Cash paid on completion	113,950
Acquiree's cash balance at acquisition date	(4,612)
	109,338

#### Estimated fair value of identifiable assets acquired and liabilities assumed, on a provisional basis

Trade and other receivables	5,031
Inventories	8,813
Other assets	5,042
Property, plant and equipment	1,551
Right-of-use assets	2,222
Product development	1,455
Intangible assets	5,716
Trade and other payables	(14,373)
Lease Liabilities	(2,489)
Provisions	(2,208)
Taxes	(755)
	10,005

#### Estimated goodwill as a result of the acquisition

Estimated fair value of consideration transferred	109,338
Estimated fair value of identifiable assets acquired and liabilities assumed, on a provisional basis	(10,005)
	99,333

The goodwill is mainly attributable to the synergies that will be realised by incorporating DTC into Codan's Communications business, access to significant potential wins from DTC's pipeline of projects, the knowledge of the engineering team, customer loyalty and Codan's opportunity to grow the DTC business using Codan's existing routes to market.

The goodwill is not expected to be deductible for tax purposes.

#### Acquisition-related costs

During the year the group incurred acquisition-related costs of \$3.834 million relating to mergers and acquisitions advisory fees, external legal fees, consulting and due diligence costs. The due diligence costs have been included as other expenses within the consolidated income statement. No other acquisition-related costs were incurred.

#### Contribution to year-end results

The acquired business contributed revenues of \$7.684 million and EBITDA of \$0.453 million to the Group for the period from 12 May 2021 to 30 June 2021. If the acquisition had occurred on 1 July 2020, the acquired business' contribution to the consolidated pro-forma revenue and EBITDA for the year ended 30 June 2021 would have been \$59.684 million and \$4.667 million respectively. It is impractical to estimate the impact the acquisition would have had if applied from 1 July 2020, at a net profit after tax level, due to the impact of taxation and amortisation. DTC was not controlled by Codan for the most part of FY21 and there are synergies to be realised by bringing DTC into Codan's Communications business and as a result, past performance is not expected to be representative of future results under Codan's ownership.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## GROUP PERFORMANCE (continued)

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>5. EXPENSES</b>			
<b>Net financing costs:</b>			
Interest income		(385)	(378)
Net foreign exchange (gain)/loss		538	861
Interest expense		741	271
Finance charge on lease liabilities		718	703
		<b>1,612</b>	<b>1,457</b>
<b>Depreciation of:</b>			
Right-of-use assets		3,554	3,179
Leasehold property		119	98
Plant and equipment		3,023	3,629
		<b>6,696</b>	<b>6,906</b>
<b>Amortisation of:</b>			
Product development – straight-line		7,746	9,154
Product development – units of production		3,678	3,594
Intellectual property		409	409
Computer software		306	291
Licences		168	297
Brand names		26	–
		<b>12,333</b>	<b>13,745</b>
<b>Personnel expenses:</b>			
Wages and salaries		55,766	48,311
Other associated personnel expenses		4,425	3,499
Contributions to defined contribution superannuation plans		4,943	4,572
Long service leave expense		856	771
Annual leave expense		3,198	2,521
Performance rights plan		1,537	1,682
Employee share plan		253	250
		<b>70,978</b>	<b>61,606</b>
<b>6. OTHER EXPENSES / (INCOME)</b>			
Acquisition related expenses		5,177	–
Restructuring expenses		2,736	–
Impairment of Minetec product development		–	7,518
(Gain)/loss on sale of property, plant and equipment		(2)	(206)
Other expenses/(income)		(47)	(153)
		<b>7,864</b>	<b>7,159</b>

	Consolidated	
	2021 \$000	2020 \$000
<b>7. DIVIDENDS</b>		
Codan Limited has provided or paid for dividends as follows:		
– ordinary final fully-franked dividend of 11.0 cents per ordinary share paid on 11 September 2020	19,856	–
– ordinary interim fully-franked dividend of 10.5 cents per ordinary share paid on 11 March 2021	18,953	–
– ordinary final fully-franked dividend of 5.0 cents per ordinary share paid on 13 September 2019	–	8,999
– special final fully-franked dividend of 2.5 cents per ordinary share paid on 13 September 2019	–	4,500
– ordinary interim fully-franked dividend of 7.5 cents per ordinary share paid on 12 March 2020	–	13,499
	<b>38,809</b>	<b>26,998</b>

### Subsequent events

Since the end of the financial year, the directors declared a final ordinary fully franked dividend of 16.5 cents per share, payable on 10 September 2021. The financial impact of this final dividend of \$29.783 million has not been brought to account in the group financial statements for the year ended 30 June 2021 and will be recognised in subsequent financial reports.

The sale of Minetec settled on 1 July 2021; refer to note 16 for more information.

### Dividend franking account

Franking credits available to shareholders for subsequent financial years (30%)	64,894	42,604
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The franking credits available are based on the balance of the dividend franking account at year-end, adjusted for the franking credits that will arise from the payment of the current tax liability. The ability to utilise the franking account credits is dependent upon there being sufficient available profits to declare dividends. Based upon the above declared dividend, the impact on the dividend franking account of dividends proposed after the balance sheet date but not recognised as a liability is to reduce it by \$12.764 million (2020: \$8.485 million).

## 8. EARNINGS PER SHARE

The group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise performance rights granted to employees.

Net profit used for the purpose of calculating basic and diluted earnings per share	90,351	63,795
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The weighted average number of shares used as the denominator number for basic earnings per share was 180,424,509 (2020: 179,867,477). The movement in the year is as a consequence of the shares issued under the performance rights plan and employee share plan.

The calculation of diluted earnings per share at 30 June 2021 was based on a weighted average number of ordinary shares outstanding, after adjustment for the effects of all dilutive potential ordinary shares of 181,255,390 (2020: 180,961,854). The movement in the year relates to the shares issued under the performance rights granted and employee share plan.



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## TAXATION

	Consolidated	
	2021	2020
	\$000	\$000
<b>9. INCOME TAX</b>		
<b>A. Income tax expense</b>		
<b>Current tax expense:</b>		
Current tax paid or payable for the financial year	39,675	27,909
Adjustments for prior years	(70)	(204)
	39,605	27,705
<b>Deferred tax expense:</b>		
Origination and reversal of temporary differences	1,012	(2,647)
Total income tax expense in income statement	40,617	25,058
<b>Reconciliation between tax expense and pre-tax net profit:</b>		
The prima facie income tax expense calculated at 30% on the profit from ordinary activities	39,244	26,706
<b>Decrease in income tax expense due to:</b>		
Additional deduction for research and development expenditure	(958)	(1,294)
Effect of tax rates in foreign jurisdictions	–	(9)
(Over)/under provision for taxation in previous years	(70)	(204)
Other deductible expenses	(47)	(259)
	38,169	24,940
<b>Increase in income tax expense due to:</b>		
Capital expenses relating to acquisitions and disposals	1,633	–
Non-deductible expenses	556	118
Non-assessable amounts	121	–
Effect of tax rates in foreign jurisdictions	138	–
<b>Income tax expense</b>	<b>40,617</b>	<b>25,058</b>
<b>B. Current tax liabilities / assets</b>		
Balance at the beginning of the year	(11,615)	(1,298)
Net foreign currency differences on translation of foreign entities	(124)	25
Income tax paid (net)	36,356	17,830
Adjustments from prior year	395	(263)
Current year's income tax paid or payable on operating profit	(39,675)	(27,909)
	(14,663)	(11,615)
<b>Disclosed in balance sheet as:</b>		
Current tax asset	122	343
Current tax payable	(14,785)	(11,958)
	(14,663)	(11,615)

	Consolidated	
	2021	2020
	\$000	\$000
<b>C. Deferred tax liabilities</b>		
<b>Provision for deferred income tax comprises the estimated expense at the applicable rate of 30% on the following items:</b>		
Expenditure currently tax deductible but deferred and amortised for accounting (intangible assets)	21,277	19,841
Liabilities recognised from the identifiable intangible assets acquired from business combination	2,351	–
<b>Set-off of tax in relation to deferred tax assets:</b>		
Difference in depreciation of property, plant and equipment	(658)	(1,640)
Payments for intellectual property not currently deductible	(1,183)	(1,671)
Provisions for employee benefits not currently deductible	(2,552)	(2,250)
Provisions and accruals not currently deductible	(6,387)	(4,467)
Sundry items	(634)	(249)
Carry forward overseas tax losses	(474)	–
Carry forward overseas R&D tax credits	(4,722)	(4,837)
	7,018	4,727
<b>D. Effective tax rates</b>		
Global operations – total consolidated tax expense	31%	28%
Australian operations – Australian company income tax expense	31%	29%

## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

### CASH MANAGEMENT

	Consolidated	
	2021	2020
	\$000	\$000
Cash on hand	179	516
Cash at bank	22,183	92,314
	22,362	92,830

#### 10. CASH AND CASH EQUIVALENTS

#### 11. LOANS AND BORROWINGS

Non-Current		
Cash advance	24,000	-
	24,000	-
<b>The group has access to the following lines of credit:</b>		
<b>Total facilities available at balance date:</b>		
Multi-option facility	80,645	40,000
Commercial credit card	1,133	200
	81,778	40,200
<b>Facilities utilised at balance date:</b>		
Multi-option facility - cash advance	24,000	-
Multi-option facility - guarantees	1,427	1,113
Commercial credit card	230	16
	25,657	1,129
<b>Facilities not utilised at balance date:</b>		
Multi-option facility	55,218	38,887
Commercial credit card	903	184
	56,121	39,071

In addition to these facilities, the group has cash at bank and short-term deposits of \$22.362 million as set out in note 10.

#### Bank Facilities

The cash advance facility is supported by interlocking guarantees between Codan Limited and its subsidiaries. The multi-option facility of \$80 million has a term of three years expiring in April 2024 and is subject to compliance with certain financial covenants over that term

	Consolidated	
	2021	2020
	%	%
<b>Weighted average interest rates:</b>		
Cash at bank	0.42	0.66
Cash advance	1.35	N/A

#### 12. NOTES TO THE STATEMENT OF CASH FLOWS

	Consolidated	
	2021	2020
	\$000	\$000
<b>Reconciliation of profit after income tax to net cash provided by operating activities</b>		
<b>Profit after income tax</b>	<b>90,197</b>	63,963
<b>Add/(less) items classified as investing or financing activities:</b>		
(Gain)/loss on sale of non-current assets	(2)	(206)
<b>Add/(less) non-cash items:</b>		
Depreciation	6,696	6,906
Impairment of product development costs	-	7,518
Amortisation	12,333	13,745
Performance rights and employee share plan expensed	1,790	1,682
Increase/(decrease) in income taxes	4,261	7,228
Increase/(decrease) in net assets affected by foreign currency translation	(747)	(805)
<b>Net cash from operating activities before changes in assets and liabilities</b>	<b>114,528</b>	100,031
<b>Change in assets and liabilities during the financial year:</b>		
Reduction/(increase) in receivables	9,239	(6,300)
Reduction/(increase) in inventories	(16,441)	4,097
Reduction/(increase) in other assets	(418)	(1,225)
Increase/(reduction) in trade and other payables	24,205	2,883
Reversal of deferred lease liabilities	-	3,783
Increase/(reduction) in provisions	187	715
<b>Net cash from operating activities</b>	<b>131,300</b>	103,984



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## OPERATING ASSETS AND LIABILITIES

	Consolidated	
	2021 \$000	2020 \$000
<b>13. TRADE AND OTHER RECEIVABLES</b>		
<b>Current</b>		
Trade receivables	37,652	26,929
Less: expected credit loss provision	(2,716)	(2,234)
Other debtors	23	57
	<b>34,959</b>	<b>24,752</b>
<b>14. INVENTORY</b>		
Raw materials	29,325	11,666
Work in progress	16,146	14,622
Finished goods	20,962	6,318
	<b>66,433</b>	<b>32,606</b>

In FY21, inventories of \$169.540 million (2020: \$134.760 million) were recognised as an expense and included in cost of sales. As at 30 June 2021, \$19.789 million of inventory has been written down to net realisable value less cost to sell.

## 15. OTHER ASSETS

Prepayments	7,334	3,326
Net foreign currency hedge receivable	–	505
Project work in progress	4,392	2,063
Other	3,547	1,075
	<b>15,273</b>	<b>6,969</b>

## 16. DISPOSAL GROUP HELD FOR SALE

Codan has entered into an agreement on 2 June 2021 to sell 100% of the shares in its wholly-owned subsidiary Minetec Pty Ltd to Caterpillar Holdings Australia Pty. Ltd. The sale was successfully settled on 1 July 2021 for \$18.056 million. Following completion, Codan will provide manufacturing services to Caterpillar for up to five years, to ensure a successful transition and continuous supply to Caterpillar customers.

Assets and liabilities of disposal group held for sale at 30 June 2021, the disposal group was stated at carrying amount and comprised the following assets and liabilities.

<b>Assets held for sale</b>		
Cash and cash equivalents	394	–
Trade and other receivables	4,736	–
Other assets	1,573	–
Property, plant and equipment	315	–
Right of use assets	103	–
Product development	2,094	–
Intangible assets	8,547	–
	<b>17,762</b>	<b>–</b>
<b>Liabilities held for sale</b>		
Trade and other payables	(121)	–
Provisions	(812)	–
Lease liabilities	(110)	–
	<b>(1,043)</b>	<b>–</b>

## 17. PROPERTY, PLANT AND EQUIPMENT

	Consolidated	
	2021 \$000	2020 \$000
Leasehold property at cost	7,149	1,190
Accumulated depreciation	(6,138)	(668)
	<b>1,011</b>	<b>522</b>
Plant and equipment at cost	58,254	38,312
Accumulated depreciation	(43,282)	(26,616)
	<b>14,972</b>	<b>11,696</b>
Capital work in progress at cost	1,780	1,958
<b>Total property, plant and equipment</b>	<b>17,763</b>	<b>14,176</b>

### Reconciliations

Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:

#### Leasehold property improvements

Carrying amount at beginning of year	522	568
Acquisitions through entities acquired (net value)	607	–
Additions	10	16
Transfers	5	32
Disposals	–	–
Depreciation	(119)	(98)
Net foreign currency differences on translation of foreign entities	(14)	4
<b>Carrying amount at end of year</b>	<b>1,011</b>	<b>522</b>

#### Plant and equipment

Carrying amount at beginning of year	11,696	10,357
Acquisitions through entities acquired (net value)	1,701	–
Additions	3,060	2,080
Transfers	1,799	2,874
Reclassification to asset held for sale	(315)	–
Disposals	–	(24)
Depreciation	(3,023)	(3,629)
Net foreign currency differences on translation of foreign entities	54	38
<b>Carrying amount at end of year</b>	<b>14,972</b>	<b>11,696</b>

#### Capital work in progress at cost

Carrying amount at beginning of year	1,958	3,201
Acquisitions through entities acquired (net value)	557	–
Additions	1,069	1,717
Transfers	(1,804)	(2,960)
<b>Carrying amount at end of year</b>	<b>1,780</b>	<b>1,958</b>
<b>Total carrying amount at end of year</b>	<b>17,763</b>	<b>14,176</b>

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
for the year ended 30 June 2021

**OPERATING ASSETS AND LIABILITIES (continued)**

	Note	Consolidated	
		2021 \$000	2020 \$000
<b>18. PRODUCT DEVELOPMENT</b>			
Product development at cost		171,739	170,311
Accumulated amortisation and impairment losses		(97,170)	(102,534)
		74,569	67,777
<b>Reconciliation</b>			
Carrying amount at beginning of year		67,777	69,857
Acquisitions through entities acquired (net value)		1,455	–
Capitalised in current period		18,566	18,769
Reclassification to asset held for sale		(2,094)	–
Impairment		–	(7,518)
Amortisation	19	(11,424)	(12,748)
Net foreign currency differences on translation of foreign entities		289	(583)
		74,569	67,777
<b>19. INTANGIBLE ASSETS</b>			
Intellectual property at cost		21,986	21,976
Accumulated amortisation		(20,740)	(20,272)
		1,246	1,704
Computer software at cost		15,096	10,664
Accumulated amortisation		(14,021)	(9,911)
		1,075	753
Licences at cost		5,442	5,741
Accumulated amortisation		(4,826)	(5,268)
		616	473
Brand names		6,674	–
Accumulated amortisation		(26)	–
		6,648	–
Customer relationships		1,064	–
Accumulated amortisation		–	–
		1,064	–
Goodwill		216,678	83,816
<b>Total intangible assets</b>		<b>227,327</b>	<b>86,746</b>
<b>Reconciliations</b>			
<b>Intellectual property</b>			
Carrying amount at beginning of year		1,704	2,171
Additions		–	24
Amortisation		(409)	(409)
Net foreign currency differences on translation of foreign entities		(49)	(82)
		1,246	1,704

	Consolidated	
	2021 \$000	2020 \$000
<b>Computer software</b>		
Carrying amount at beginning of year	753	630
Acquisitions through entities acquired (net value)	403	–
Additions	237	343
Transfers from capital work in progress	–	54
Amortisation	(306)	(291)
Net foreign currency differences on translation of foreign entities	(12)	17
	1,075	753
<b>Licences</b>		
Carrying amount at beginning of year	473	746
Acquisitions through entities acquired (net value)	312	–
Additions	7	45
Reclassification to asset held for sale	(9)	–
Amortisation	(168)	(297)
Net foreign currency differences on translation of foreign entities	1	(21)
	616	473
<b>Brand names</b>		
Carrying amount at beginning of year	–	–
Acquisitions through entities acquired (net value)	6,442	–
Amortisation	(26)	–
Net foreign currency differences on translation of foreign entities	232	–
	6,648	–
<b>Customer Relationships</b>		
Carrying amount at beginning of year	–	–
Acquisitions through entities acquired (net value)	1,064	–
	1,064	–
<b>Goodwill</b>		
Carrying amount at beginning of year	83,816	84,280
Acquisitions through entities acquired (net value)	138,047	–
Reclassification to asset held for sale	(8,538)	–
Net foreign currency differences on translation of foreign entities	3,353	(464)
	216,678	83,816
The following segments have significant carrying amounts of goodwill:		
Communications	162,721	21,321
Metal Detection	53,957	53,957
Tracking Solutions	–	8,538
	216,678	83,816



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## OPERATING ASSETS AND LIABILITIES (continued)

### Goodwill

The recoverable amount of cash generating units has been determined using value-in-use calculations.

The Communications and Metal Detection cash-generating units are well established businesses, and the approach to the value-in-use calculations for these units is similar. The first year of the cash flow forecasts is based on management's internal forecasts, and cash flows are forecast for a five-year period. The key assumption driving the value-in-use valuation is the level of sales, which is based on management assessment having regard to the demand expected from customers, the global economy and the businesses' competitive position. Other assumptions relate to the level of gross margins achieved on sales and the level of expense required to run the business, these assumptions reflect past experience. A terminal value has been determined at the conclusion of five years assuming a long-term growth rate of 3%. A pre-tax discount rate of 10% (FY20: 11%) has been applied to the forecast cash flows. Management's sensitivity analysis indicates that there is not a reasonable possibility that changes in the assumptions used would result in an impairment in the cash-generating units.

At 30 June 2021, the Tracking Solutions business is classified as an Asset held for sale, with the estimated sale price to Caterpillar of \$18.056 million, supporting the carrying value. The sale of the Tracking Solutions business was successfully completed on 1 July 2021.

## 20. TRADE AND OTHER PAYABLES

	Consolidated	
	2021	2020
	\$000	\$000
<b>Current</b>		
Trade payables	42,423	21,548
Other payables and accruals	63,156	25,496
Net foreign currency hedge payable	936	-
	<b>106,515</b>	<b>47,044</b>

## 21. PROVISIONS

	Consolidated	
	2021	2020
	\$000	\$000
<b>Current</b>		
Employee benefits	9,774	6,238
Warranty repairs	3,440	1,921
	<b>13,214</b>	<b>8,159</b>
<b>Reconciliation of warranty provision</b>		
Carrying amount at beginning of year	1,921	1,798
Acquisitions through entities acquired (net value)	627	-
Provisions made	2,039	1,514
Payments made	(1,147)	(1,391)
	<b>3,440</b>	<b>1,921</b>
<b>Non-Current</b>		
Employee benefits	1,254	1,781

	Consolidated	
	2021	2020
	\$000	\$000

## 22. SHARE CAPITAL

<b>Share capital</b>		
Opening balance (179,992,883 ordinary shares fully paid)	44,746	43,761
Issue of share capital through vested performance rights	843	985
Issue of share capital through employee share plan	253	-
<b>Closing balance (180,506,054 ordinary shares fully paid)</b>	<b>45,842</b>	<b>44,746</b>

### Terms and conditions

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. In the winding up of the company, ordinary shareholders rank after all creditors and are fully entitled to any proceeds on liquidation.

## 23. RESERVES

Foreign currency translation reserve	8,649	4,552
Hedging reserve	(655)	353
Equity based payment reserve	3,496	2,802
Profit reserve	58,981	58,981
	<b>70,471</b>	<b>66,688</b>

### Foreign currency translation

The foreign currency translation reserve records the foreign currency differences arising from the translation of foreign operations.

Balance at beginning of year	4,552	6,712
Net translation adjustment	4,097	(2,160)
<b>Balance at end of year</b>	<b>8,649</b>	<b>4,552</b>

### Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in fair value of cash flow hedging instruments (net of tax) related to hedged transactions that have not yet occurred.

Balance at beginning of year	353	(146)
Gains/(losses) on cash flow hedges taken to/from hedging reserve	(1,008)	499
<b>Balance at end of year</b>	<b>(655)</b>	<b>353</b>

### Equity based payment reserve

The equity based payment reserve comprises Codan Limited's accumulated expenses in relation to unvested performance rights.

Balance at beginning of year	2,802	2,105
Performance rights expensed	1,537	1,682
Performance rights vested	(843)	(985)
<b>Balance at end of year</b>	<b>3,496</b>	<b>2,802</b>

### Profit reserve

The profit reserve comprises a portion of Codan Limited's accumulated profits.

Balance at beginning of year	58,981	58,981
<b>Balance at end of year</b>	<b>58,981</b>	<b>58,981</b>

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## CAPITAL MANAGEMENT (continued)

### 24. CAPITAL MANAGEMENT

The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors monitors the level of dividends paid to ordinary shareholders and the overall return on capital.

The board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings, and the advantages and security afforded by a sound capital position. This approach has not changed from previous years.

Neither the company nor any of its subsidiaries is subject to externally imposed capital requirements.

## GROUP STRUCTURE

### 25. GROUP ENTITIES

Name	Country of incorporation	Class of share	Interest held	
			2021 %	2020 %
<b>Parent Entity</b>				
Codan Limited	Australia	Ordinary		
<b>Controlled Entities</b>				
Codan Defence Electronics Pty Ltd	Australia	Ordinary	100	100
Codan Executive Share Plan Pty Ltd	Australia	Ordinary	100	100
Codan Radio Communications ME DMCC	UAE	Ordinary	100	100
Codan Radio Communications Pty Ltd	Australia	Ordinary	100	100
Codan (UK) Limited	UK	Ordinary	100	100
Codan (US), Inc	USA	Ordinary	100	100
Corp Ten International, Inc.	USA	Ordinary	100	100
Daniels Electronics Ltd	Canada	Ordinary	100	100
Domo Tactical Communications (DTC) Limited	UK	Ordinary	100	-
Domo Tactical Communications (DTC) PTE limited	Singapore	Ordinary	100	-
DTC Communications, Inc	USA	Ordinary	100	-
DTC Group Holdings, LLC	USA	Ordinary	100	-
DTC International Holdings Ltd	UK	Ordinary	100	-
DTC North America Holdings, LLC	USA	Ordinary	100	-
MEP Surveillance Midco, Inc	USA	Ordinary	100	-
Minelab Americas, Inc	USA	Ordinary	100	100
Minelab do Brasil Equipamentos Para Mineração Ltda	Brazil	Ordinary	100	100
Minelab Electronics Pty Limited	Australia	Ordinary	100	100
Minelab International Limited	Ireland	Ordinary	100	100
Minelab MEA General Trading LLC	UAE	Ordinary	49	49
Minelab Mining Pro (FZE)	UAE	Ordinary	-	100
Minelab Mining Pro General Trading (FZC)	UAE	Ordinary	-	50
Minelab de Mexico SA de CV	Mexico	Ordinary	100	100
Minetec Pty Ltd	Australia	Ordinary	100	100
Minetec RSA (Pty) Ltd	South Africa	Ordinary	100	100
Spectronics A/S	Denmark	Ordinary	100	100
Zetron Air Systems Pty Ltd	Australia	Ordinary	100	-
Zetron Australasia Pty Ltd	Australia	Ordinary	100	-
Zetron, Inc. (US)	USA	Ordinary	100	-
Zetron Inc. (UK)	UK	Ordinary	100	-
Zetron Limited	UK	Ordinary	100	-



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## GROUP STRUCTURE (continued)

### 26. DEED OF CROSS GUARANTEE

Pursuant to ASIC Corporations (Wholly owned Companies) Instrument 2016/785, the wholly-owned subsidiary listed below is relieved from the Corporations Act 2001 requirements for preparation, audit and lodgement of financial and directors' reports.

It is a condition of the Class Order that the company and its subsidiary enter into a Deed of Cross Guarantee. The effect of the Deed is that the company guarantees to each creditor payment in full of any debt in the event of the winding up of the subsidiary under certain provisions of the Corporations Act 2001. If a winding up occurs under the provisions of the Act, the company will only be liable in the event that after six months any creditor has not been paid in full. The subsidiary has also given similar guarantees in the event that the company is wound up.

Minelab Electronics Pty Limited is the only subsidiary subject to the Deed. Minelab Electronics Pty Limited became a party to the Deed on 22 June 2009, by virtue of a Deed of Assumption.

A summarised consolidated income statement and a consolidated balance sheet, comprising the company and controlled entity which is a party to the Deed, after eliminating all transactions between the parties to the Deed of Cross Guarantee, is set out as follows:

	Consolidated	
	2021	2020
	\$000	\$000
<b>Summarised income statement and retained earnings</b>		
Revenue	308,476	257,579
Net finance costs	(149)	(1,364)
Other expenses	(197,221)	(168,881)
<b>Profit before tax</b>	<b>111,106</b>	<b>87,334</b>
Income tax expense	(38,634)	(28,058)
<b>Profit after tax</b>	<b>72,472</b>	<b>59,276</b>
<b>Retained earnings at beginning of year</b>	<b>114,585</b>	<b>82,307</b>
<b>Retained earnings at end of year</b>	<b>148,248</b>	<b>114,585</b>
<b>Balance sheet</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	4,834	85,819
Trade and other receivables	20,835	43,097
Inventories	34,527	25,785
Other assets	1,303	3,106
<b>Total current assets</b>	<b>61,499</b>	<b>157,807</b>
<b>NON-CURRENT ASSETS</b>		
Investments	207,088	32,976
Right-of-use assets	21,264	23,522
Property, plant and equipment	13,215	12,320
Product development	47,537	43,868
Intangible assets	54,958	55,468
<b>Total non-current assets</b>	<b>344,062</b>	<b>168,154</b>
<b>Total assets</b>	<b>405,561</b>	<b>325,961</b>

	Consolidated	
	2021	2020
	\$000	\$000
<b>CURRENT LIABILITIES</b>		
Trade and other payables	68,650	49,506
Current tax payable	14,401	11,937
Lease Liability	6,950	3,775
Provisions	9,321	6,494
<b>Total current liabilities</b>	<b>99,322</b>	<b>71,712</b>
<b>NON-CURRENT LIABILITIES</b>		
Loans and borrowings	24,000	–
Lease Liability	19,266	24,747
Deferred tax liabilities	4,201	3,922
Provisions	613	1,535
<b>Total non-current liabilities</b>	<b>48,080</b>	<b>30,204</b>
<b>Total liabilities</b>	<b>147,402</b>	<b>101,916</b>
<b>Net assets</b>	<b>258,159</b>	<b>224,045</b>
<b>EQUITY</b>		
Share capital	45,842	44,746
Reserves	64,069	64,714
Retained earnings	148,248	114,585
<b>Total equity</b>	<b>258,159</b>	<b>224,045</b>

### 27. PARENT ENTITY DISCLOSURES

As at, and throughout, the financial year ending 30 June 2021, the parent company of the group was Codan Limited.

	Consolidated	
	2021	2020
	\$000	\$000
<b>Result of parent entity</b>		
Profit after tax for the period	81,092	57,194
Other comprehensive income/(loss)	(568)	2,136
<b>Total comprehensive income for the period</b>	<b>80,524</b>	<b>59,330</b>
<b>Financial position of parent entity at year end</b>		
Current assets	48,818	140,836
Total assets	370,503	289,288
Current liabilities	67,452	51,242
Total liabilities	123,113	85,403
<b>Total equity of the parent entity comprising:</b>		
Share capital	45,842	44,746
Reserves	62,397	62,271
Retained earnings	139,151	96,868
<b>Total equity</b>	<b>247,390</b>	<b>203,885</b>

As at 30 June 2021, Codan Limited entered into contracts to purchase plant and equipment for \$1.857 million (2020: \$0.945 million).

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
for the year ended 30 June 2021

OTHER NOTES

28. AUDITOR'S REMUNERATION

	Consolidated	
	2021	2020
	\$	\$
<b>Audit services:</b>		
KPMG - audit and review of financial reports - Group	218,644	221,944
KPMG - audit and review of financial reports - Controlled entities	–	9,315
Other firms - audit and review of financial reports	64,916	66,382
<b>Assurance services:</b>		
KPMG - royalty agreement assurance services	–	10,945
<b>Other services:</b>		
KPMG - taxation advice and compliance services	22,997	49,383
KPMG - other services	–	–
Other firms - taxation advice and compliance services	13,802	19,339
Other firms - other services	12,061	33,364
	<b>332,420</b>	<b>410,672</b>

29. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE

Financial risk management

Overview

The group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk.

This note presents information about the group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and its management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The board of directors has overall responsibility for the establishment and oversight of the risk management framework. The Board Audit, Risk and Compliance Committee is responsible for developing and monitoring risk management policies. The committee reports regularly to the board on its activities.

Risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board Audit, Risk and Compliance Committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk framework in relation to the risks faced by the group.

(a) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and bank accounts.

The credit risk on the financial assets of the consolidated entity is the carrying amount of the asset, net of any impairment losses recognised.

The group minimises concentration of credit risk by undertaking transactions with a large number of customers in various countries.

As at 30 June 2021, the customer with the group's highest trade and other receivable balance accounted for \$2.2 million (2020: \$6.5 million)

Trade and other receivables

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the group's customer base, including the default risk of the industry and country in which customers operate, have less of an influence on credit risk.

The group has established a credit policy under which new customers are analysed for credit worthiness before the group's payment and delivery terms and conditions are offered.

Goods are sold subject to retention of title clauses, so that in the event of non-payment the group may have a secured claim.

The group does not normally require collateral in respect of trade and other receivables.

The group has established an allowance for expected credit losses (ECL) based on the lifetime ECL approach that represents its estimate of losses in respect of trade and other receivables. The main components of this allowance are a specific loss

component that relates to individually significant exposures and a collective loss component established for groups of similar assets. In determining the lifetime ECL, management uses both historical credit loss experience and forecasts of future economic conditions for trade receivables. The need to consider forward-looking information means that the group exercises judgement as to how changes in macroeconomic factors will affect the ECL on trade receivables.

Guarantees

Group policy is to provide financial guarantees only to wholly owned subsidiaries.

The carrying amount of the group's financial assets represents the maximum credit exposure. The group's maximum exposure to credit risk at the reporting date was:

	Note	Consolidated	
		2021	2020
		\$000	\$000
Cash and cash equivalents	10	22,362	92,830
Trade and other receivables	13	34,959	25,307
Project work in progress	15	4,392	2,063

The group's gross trade receivables at the reporting date by geographic region was:

	2021	2020
	\$000	\$000
Australia/Oceania	3,639	6,443
Europe	5,608	1,301
Americas	20,411	11,644
Asia	4,178	2,283
Africa/Middle East	3,816	5,258
	<b>37,652</b>	<b>26,929</b>

Impairment losses

The aging of the group's trade receivables at the reporting date was:

	Consolidated			
	Gross 2021	Impairment 2021	Gross 2020	Impairment 2020
	\$000	\$000	\$000	\$000
Not past due	24,942	(1,438)	17,253	(1,262)
Past due 0-30 days	4,362	(24)	7,960	(151)
Past due 31-60 days	2,992	(16)	791	(102)
Past due 61-120 days	2,415	(25)	104	(2)
More than 120 days	2,941	(1,213)	821	(717)
	<b>37,652</b>	<b>(2,716)</b>	<b>26,929</b>	<b>(2,234)</b>

Trade receivables have been reviewed, taking into consideration letters of credit held and the credit assessment of the individual customers. The impairment recognised is considered appropriate for the credit risk remaining.



# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 30 June 2021

## OTHER NOTES (continued)

### 29. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE (continued)

#### (a) Credit risk (continued)

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	Consolidated	
	2021	2020
	\$000	\$000
Balance at 1 July	2,234	1,343
Acquisition through entities acquired	692	–
Impairment loss/(reversal) recognised	(164)	1,236
Trade receivables written off to the allowance for impairment	(46)	(345)
<b>Balance at 30 June</b>	<b>2,716</b>	<b>2,234</b>

#### (b) Liquidity risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they fall due. The group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions and without incurring unacceptable losses or risking damage to the group's reputation. Refer to note 11 for a summary of banking facilities available.

The following are the contractual maturities of financial liabilities:

	Carrying amount	Contractual cash flows	12 months or less	1–5 years	More than 5 years
	\$000	\$000	\$000	\$000	\$000
<b>30 June 2021</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	105,579	(105,579)	(105,579)	–	–
Lease liabilities	32,120	(36,395)	(6,950)	(14,666)	(14,778)
Cash advance	24,000	(24,312)	(312)	(24,000)	–
	<b>161,699</b>	<b>(166,286)</b>	<b>(112,841)</b>	<b>(38,666)</b>	<b>(14,778)</b>
<b>Derivative financial liabilities</b>					
Net foreign currency hedge payables	936	(936)	(936)	–	–
	<b>936</b>	<b>(936)</b>	<b>(936)</b>	<b>–</b>	<b>–</b>
<b>30 June 2020</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	47,044	(47,044)	(47,044)	–	–
Lease liabilities	30,554	(34,338)	(3,775)	(12,624)	(17,939)
	<b>77,598</b>	<b>(81,382)</b>	<b>(50,819)</b>	<b>(12,624)</b>	<b>(17,939)</b>
<b>Derivative financial liabilities</b>					
Net foreign currency hedge payables	–	–	–	–	–
	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>

#### (c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The group enters into derivatives, and also incurs financial liabilities, in order to manage market risks. All such transactions are carried out within the policy set by the board. Generally, the group seeks to apply hedge accounting in order to manage volatility in the income statement.

The net fair values of monetary financial assets and financial liabilities not readily traded in an organised financial market are determined by valuing them at the present value of the contractual future cash flows on amounts due from customers (reduced for expected credit losses), or due to suppliers. The carrying amount of financial assets and financial liabilities approximates their net fair values.

#### Interest Rate Risk

##### Profile

At the reporting date, the interest rate profile of the group's interest-bearing financial instruments was:

	Consolidated	
	2021	2020
	\$000	\$000
<b>Fixed rate instruments</b>		
Financial assets	416	40,000
Financial liabilities	–	–
	<b>416</b>	<b>40,000</b>
<b>Variable rate instruments</b>		
Financial assets	21,946	52,830
Financial liabilities	(24,000)	–
	<b>(2,054)</b>	<b>52,830</b>

#### Cash flow sensitivity

If interest rates varied by 100 basis points for the full financial year, then based on the balance of variable rate instruments held at the reporting date, profit and equity would have been affected as shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2021.

	Profit/(loss) before tax		Reserve	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
	\$000	\$000	\$000	\$000
<b>30 June 2021</b>				
Variable rate instruments	(21)	21	–	–
<b>30 June 2020</b>				
Variable rate instruments	528	(528)	–	–

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
for the year ended 30 June 2021

**OTHER NOTES (continued)**

**29. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE (continued)**

**(c) Market risk (continued)**

**Currency risk**

The group is exposed to currency risk on sales, purchases and balance sheet accounts that are denominated in a currency other than the respective functional currencies of group entities, primarily the Australian dollar (AUD). The currencies in which these transactions are denominated are primarily USD and EUR.

The group enters into foreign currency hedging instruments or borrowings denominated in a foreign currency to hedge certain anticipated highly probable sales denominated in foreign currency (principally in USD). The terms of these commitments are usually less than 12 months. As at the reporting date, the group has entered into a mix of forward exchange contracts and collar hedge

instruments which will limit the foreign exchange risk on USD \$27,000,000 of FY22 cash flows. On average, the collars give protection above 1AUD:0.80USD cents and enable participation down to 1AUD:0.74USD, and the average forward exchange contract rate is 1AUD:0.75USD.

The group's exposure to foreign currency risk (in AUD equivalent), after taking into account hedge transactions at reporting date, was as follows:

	Consolidated	
	EUR \$000	USD \$000
<b>30 June 2021</b>		
Cash and cash equivalents	1,192	4,890
Trade receivables	2,250	13,498
Trade payables	(1,059)	(22,085)
<b>Gross balance sheet exposure</b>	<b>2,383</b>	<b>(3,697)</b>
Hedge transactions relating to balance sheet exposure	-	(3,990)
<b>Net exposure at the reporting date</b>	<b>2,383</b>	<b>(7,687)</b>
<b>30 June 2020</b>		
Cash and cash equivalents	580	5,698
Trade receivables	576	16,795
Trade payables	(164)	(17,260)
<b>Gross balance sheet exposure</b>	<b>992</b>	<b>5,233</b>
Hedge transactions relating to balance sheet exposure	-	(2,914)
<b>Net exposure at the reporting date</b>	<b>992</b>	<b>2,319</b>

**Sensitivity analysis**

Given the foreign currency balances included in the balance sheet as at reporting date, if the Australian dollar at that date strengthened by 10%, then the impact on profit and equity arising from the balance sheet exposure would be as follows:

	Consolidated	
	Reserve credit/(debit) \$000	Profit/(loss) before tax \$000
<b>2021</b>		
EUR	-	(217)
USD	85	699
	<b>85</b>	<b>482</b>
<b>2020</b>		
EUR	-	(90)
USD	(46)	(211)
	<b>(46)</b>	<b>(301)</b>

A 10% weakening of the Australian dollar against the above currencies at 30 June would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

**(d) Fair value hierarchy**

The group's financial instruments carried at fair value have been valued by using a "level 2" valuation method. Level 2 valuations are obtained from inputs, other than quoted prices, that are observable for the asset or liability either directly or indirectly. At the end of the current year, financial instruments valued at fair value were limited to net foreign currency hedge payable of \$936,000, for which an independent valuation was obtained from the relevant banking institution.



NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
for the year ended 30 June 2021

**OTHER NOTES (continued)**

	Consolidated	
	2021 \$000	2020 \$000
<b>30. EMPLOYEE BENEFITS</b>		
<b>Aggregate liability for employee benefits, including on-costs:</b>		
Current – short-term incentives and other accruals	9,097	8,917
Current – employee entitlements	9,774	6,238
Non-current – employee entitlements	1,254	1,781
	20,125	16,936
The present values of employee entitlements not expected to be settled within 12 months of the reporting date have been calculated using the following weighted averages:		
Assumed rate of increase in wage and salary rates	3.00%	3.00%
Discount rate	2.46%	2.51%
Settlement term	10 years	10 years

**Employee Share Plan**

On 19 December 2012, the directors approved the establishment of an Employee Share Plan (ESP). The ESP is designed to recognise the contribution made by employees to the group and provides eligible employees with an opportunity to share in the future growth and profitability of the company by offering them the opportunity to acquire shares in the company.

The company issued 23,622 shares to eligible employees in August 2020. The fair values of the shares was \$10.74 per share, based on the volume weighted average price at which Codan shares were traded on the ASX for the five trading days immediately preceding the date of issue of the shares. The exercise price was nil. The total expense recognised as employee costs in FY21 in relation to the ESP shares issued was \$253,000. The shares are restricted from sale until the earlier of three years from the issue date or the date an employee is no longer employed by the group.

**Performance Rights Plan**

At the 2004 AGM, shareholders approved the establishment of a Performance Rights Plan (Plan). The Plan is designed to provide employees with an incentive to maximise the return to shareholders over the long term, and to assist in the attraction and retention of key employees.

**Performance rights issued in financial year 2019**

The company issued 409,731 performance rights in November 2018 to certain employees. The fair value of the rights was on average \$2.54 based on the Black-Scholes formula. The model inputs were: the share price of \$3.14, no exercise price, expected volatility 30%, dividend yield 4.0%, a term of three years and a risk-free rate of 2.7%. Due to the departure of employees, 19,676 performance rights have been cancelled. The total expense recognised as employee costs in FY21 in relation to the performance rights issued was \$18,972.

The performance rights become exercisable if certain performance thresholds are achieved. The performance threshold is based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share as set by the board, which was 15.6 cents. For employees to receive the total number of performance rights, the group's earnings per share must increase by at least 15% per annum over the three-year period.

The group's earnings per share over the three-year period to 30 June have exceeded the performance target. Therefore, it is expected that 390,055 shares will be issued to the relevant employees by the end of August 2021.

**Performance rights issued in financial year 2020**

The company issued 349,991 performance rights in November 2019 to certain employees. The fair value of the rights was on average \$5.22 based on the Black-Scholes formula. The model inputs were: the share price of \$6.31, no exercise price, expected volatility 31%, dividend yield 2.2%, a term of three years and a risk-free rate of 1.2%. Due to the departure of employees, 6,729 performance rights have been cancelled. The total expense recognised as employee costs in FY21 in relation to the performance rights issued was \$806,355.

The performance rights become exercisable if certain performance thresholds are achieved. The performance threshold is based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share as set by the board, which was 16.2 cents. For employees to receive the total number of performance rights, the group's earnings per share must increase by at least 15% per annum over the three-year period.

If achieved, performance rights are exercisable into the same number of ordinary shares in the company.

**Performance rights issued in financial year 2021**

The company issued 154,830 performance rights in November 2020 to certain employees. The fair value of the rights was on average \$10.18 based on the Black-Scholes formula. The model inputs were: the share price of \$11.17, no exercise price, expected volatility 60%, dividend yield 1.7%, a term of three years and a risk-free rate of 0.9%. The total expense recognised as employee costs in FY21 in relation to performance rights issued was \$711,445.

The performance rights become exercisable if certain performance thresholds are achieved. The performance threshold is based on growth of the group's earnings per share over a three-year period using a non-statutory target earnings per share as set by the board, which was 27.8 cents. For employees to receive the total number of performance rights, the group's earnings per share must increase by at least 10% per annum over the three-year period.

No performance rights have been issued since the end of the financial year.

**31. KEY MANAGEMENT PERSONNEL DISCLOSURES**

**Transactions with key management personnel**

**(a) Loans to directors**

There have been no loans to directors during the financial year.

**(b) Key management personnel compensation**

The key management personnel compensation included in "personnel expenses" (refer note 5) is as follows:

	Consolidated	
	2021 \$	2020 \$
Short-term employee benefits	5,416,210	5,041,701
Post-employment benefits	139,358	127,443
Share-based payments	1,080,489	920,355
Other long term benefits	62,915	57,122
	6,698,972	6,146,621

**(c) Key management personnel transactions**

From time to time, directors and specified executives, or their related parties, purchase goods from the group. These purchases occur within a normal employee relationship and are considered to be trivial in nature.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
for the year ended 30 June 2021

**OTHER NOTES (continued)**

**32. OTHER RELATED PARTIES**

All transactions with non-key management personnel related parties are on normal terms and conditions.

Companies within the group purchase materials from other group companies. These transactions are on normal commercial terms.

Loans between entities in the wholly owned group are repayable at call and no interest is charged.

**33. NET TANGIBLE ASSET PER SHARE**

	2021	2020
Net tangible asset per share (including right of use assets)	4.8 cents	53.9 cents
Net tangible asset per share (excluding right of use assets)	(10.1) cents	40.1 cents

**34. LEASES AND COMMITMENTS**

	Consolidated	
	2021	2020
	\$000	\$000
<b>Reconciliations</b>		
Right-of-use assets at cost	37,565	28,546
Accumulated depreciation	(10,576)	(3,179)
	<b>26,989</b>	<b>25,367</b>
<b>Right-of-use assets</b>		
Carrying amount at beginning of year	25,367	28,546
Acquisitions through entities acquired (net value)	5,183	–
Reclassification to asset held for sale	(103)	–
Depreciation	(3,554)	(3,179)
Net foreign currency differences on translation of foreign entities	96	–
<b>Carrying amount at end of year</b>	<b>26,989</b>	<b>25,367</b>
<b>Lease Liabilities</b>		
Carrying amount at beginning of year	30,554	33,537
Assumed liabilities through entities acquired	5,871	–
Finance charge on lease liabilities	718	703
Reclassification to liabilities held for sale	(110)	–
Lease payments	(4,913)	(3,686)
	<b>32,120</b>	<b>30,554</b>
<b>of which are:</b>		
Current lease liabilities	6,950	3,775
Non-current lease liabilities	25,170	26,779
<b>Capital expenditure commitments</b>		
<b>Aggregate amount of contracts for capital expenditure</b>		
Within one year	2,034	951
One year or later and no later than five years	–	–
	<b>2,034</b>	<b>951</b>

DIRECTORS' DECLARATION

- In the opinion of the directors of Codan Limited ("the company"):
  - the consolidated financial statements and notes that are set out on pages 60 to 100 and the remuneration report on pages 45 to 53 in the directors' report, are in accordance with the *Corporations Act 2001*, including:
    - giving a true and fair view of the group's financial position as at 30 June 2021 and of its performance for the financial year ended on that date; and
    - complying with Australian Accounting Standards and the *Corporations Regulations 2001*; 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.
- There are reasonable grounds to believe that the company and the group entities identified in note 25 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between the company and those group entities pursuant to *ASIC Corporations (Wholly owned Companies) Instrument 2016/785*.
- The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2021.
- The directors draw attention to note 1 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the directors:

Dated at Mawson Lakes this 18th day of August 2021.



**D J Simmons**  
Director



**D S McGurk**  
Director



INDEPENDENT AUDITOR'S REPORT



# Independent Auditor's Report

To the shareholders of Codan Limited

## Report on the audit of the Financial Report

### Opinion

We have audited the **Financial Report** of Codan Limited (the Company).

The **Financial Report** comprises:

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- Consolidated balance sheet as at 30 June 2021;
- Consolidated income statement, consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year ended 30 June 2021;
- Notes including a summary of significant accounting policies; and
- Directors' Declaration.

- giving a true and fair view of the **Group's** financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and

- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Group** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

### Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code)* that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

### 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.

This matter was 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 this matter.

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### Valuation of Other Identifiable Intangibles Acquired through Business Combinations (\$8.2m)

Refer to Note 3 and Note 4 to the Financial Report

#### The key audit matter

During 2021 the Group made two significant acquisitions:

- On 30 April 2021 the Group acquired Zetron Inc (Zetron) for \$60.2 million.
- On 12 May 2021 the Group acquired Domo-Tactical Communications (DTC) for \$113.9 million.

The acquisitions resulted in the recognition of other intangible assets of \$8.2 million and goodwill of \$138.0 million.

The valuation of other identifiable intangibles acquired through business combinations are considered to be a key audit matter due to the:

- Size of the acquisitions having a significant impact on the Group's financial statements;
- The judgement required by the Group to determine the contingent consideration payable for DTC considering the possibility of an additional payment of up to USD 16 million in the event certain gross margin targets are achieved by 31 December 2021.
- Significant judgements by the Group relating to the determination of the fair values of intangible assets in the acquisitions requiring significant audit effort.

The Group's valuation model used to determine the fair value of intangibles assets is complex and sensitive to changes in a number of key assumptions. This drives additional audit effort specifically on the feasibility of these key assumptions and consistency of application to the Group's strategy. The key assumptions we focussed on in the valuation of intangible assets included forecasted revenue, royalty rates, discount rates and useful lives of customer relationships, product development and brands.

We involved our valuation specialists to supplement our senior audit team members in assessing this key audit matter.

#### How the matter was addressed in our audit

Our procedures included:

- Evaluating the acquisition accounting by the Group against the requirements of the accounting standards;
- Reading the underlying transaction agreements to understand the terms of the acquisition and nature of the assets and liabilities acquired;
- Assessing the accuracy of the consideration paid for DTC against forecast DTC gross margin to 31 December 2021, actual DTC gross margin from acquisition date and in accordance with the accounting standards;
- Evaluating the valuation methodology used by the Group to determine the provisional fair value of identifiable intangible assets, considering accounting standard requirements;
- Working with our valuation specialists, we assessed the key assumptions used by the Group in the identification and valuation of intangible assets including:
  - assessing the useful life of product development, customer relationships and brands by using our industry experience and knowledge of the terms and conditions of the underlying agreements and against the accounting standard requirements;
  - checking forecasted revenue used by the Group was consistent with the Group's valuation model used as part of the pre-acquisition due diligence process;
  - assessing royalty rates used in the valuation of product development and brands against publicly available comparable royalty rates from comparable markets; and
  - checking the discount rates applied in the valuation of intangible assets are comparable with the internal rate of return implied by the Group's pre-acquisition due diligence valuation models.
- We assessed the adequacy of disclosures in the financial report using our understanding of the acquisitions, against the requirements of the accounting standard.

INDEPENDENT AUDITOR'S REPORT (continued)



**Other Information**

Other Information is financial and non-financial information in Codan Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's Report and Remuneration Report. The Chairman's Letter to Shareholders, CEO's Report, Operations Report, Sustainability Report and ASX Additional Information are expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

**Responsibilities of the Directors for the Financial Report**

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the Financial Report**

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: [https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf). This description forms part of our Auditor's Report.



**Report on the Remuneration Report**

**Opinion**

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

**Directors' 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 responsibilities**

We have audited the Remuneration Report included in pages 3 to 11\* of the Directors' report for the year ended 30 June 2021.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.



*Paul Cenko*  
Paul Cenko  
Partner

Adelaide

18 August 2021

\* This is the original version of the audit report over the financial statements signed by the directors on 18 August 2021. Page references should be read as follows to reflect the correct references now that the financial statements have been presented in the context of the annual report in its entirety:  
– the Remuneration Report is set out on pages 45 to 53, as opposed to pages 3 to 11 outlined above.



## ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Limited Listing Rules not disclosed elsewhere in this report is set out below.

**Shareholdings as at 13 August 2021****Substantial shareholders**

The numbers of shares held by substantial shareholders and their associates are set out below:

Shareholder	Number of ordinary shares
IB Wall and PM Wall	34,808,151
Interests associated with Starform Pty Ltd, Dareel Pty Ltd and Pinara Group Pty Ltd	27,055,528

**Distribution of equity security holders**

Number of shares held	Number of equity security holders Ordinary shares	Issued Capital %
1 - 1,000	4,220	0.9%
1,001 - 5,000	2,153	3.0%
5,001 - 10,000	554	2.3%
10,001 - 100,000	532	7.7%
100,001 and Over	63	86.1%
<b>Total</b>	<b>7,522</b>	<b>100%</b>

The number of shareholders holding less than a marketable parcel of ordinary shares is 285.

**Securities exchange**

The company is listed on the Australian Securities Exchange. The home exchange is Sydney.

**Other information**

Codan Limited, incorporated and domiciled in Australia, is a publicly listed company limited by shares.

**On-market buy-back**

There is no current on-market buy-back.

**Twenty largest shareholders**

Name	Number of ordinary shares held	Issued Capital %
IB Wall and PM Wall	34,808,151	19.3%
HSBC Custody Nominees (Australia) Limited	25,463,611	14.1%
J P Morgan Nominees Australia Limited	18,266,845	10.1%
Dareel Pty Ltd	17,926,872	9.9%
Citicorp Nominees Pty Limited	13,712,878	7.6%
Kynola Pty Ltd	6,627,548	3.7%
Starform Pty Ltd	6,404,224	3.5%
National Nominees Limited	6,331,911	3.5%
A Bettison	3,562,124	2.0%
BNP Paribas Nominees Pty Ltd	3,101,123	1.7%
M K and M C Heard	2,400,000	1.3%
Mitranikita Pty Ltd	1,778,194	1.0%
M Choate	1,575,690	0.9%
J A Uhrig	1,237,673	0.7%
G Bettison	1,228,342	0.7%
Cedara Pty Ltd	1,107,254	0.6%
Rosevine Pty Ltd	1,107,254	0.6%
NewEconomy Nominees Pty Limited	1,009,647	0.6%
Warren Glen Pty Ltd	800,000	0.4%
Griffinna Pty Ltd	742,000	0.4%
<b>Total</b>	<b>149,191,341</b>	<b>82.7%</b>

**Offices and officers****Company Secretary**

Mr Michael Barton BA (ACC), FCA

**Principal registered office**

Technology Park  
2 Second Avenue  
Mawson Lakes, South Australia 5095

**Telephone:** (08) 8305 0311

**Facsimile:** (08) 8305 0411

**Internet address:** www.codan.com.au

**Location of share registry**

Computershare Investor Services Pty Limited  
GPO Box 1903  
Adelaide, South Australia 5001



## CORPORATE DIRECTORY

### Directors

**David Simmons** (Chairman)

**Donald McGurk** (Managing Director and Chief Executive Officer)

**Peter Leahy AC**

**Graeme Barclay**

**Kathy Gramp**

### Company Secretary

Michael Barton

### Principal registered office

Technology Park  
2 Second Avenue  
Mawson Lakes, South Australia 5095

### Auditor

KPMG  
151 Pirie Street  
Adelaide, South Australia 5000

### Location of share registry

Computershare Investor Services Pty Limited  
GPO Box 1903  
Adelaide, South Australia 5001



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