

**Swoop Holdings Limited**  
**Appendix 4D**  
**Half-year report**

**1. Company details**

Name of entity: Swoop Holdings Limited  
 ABN: 20 009 256 535  
 Reporting period: For the half-year ended 31 December 2023  
 Previous period: For the half-year ended 31 December 2022

**2. Results for announcement to the market**

**Statutory results**

|  |    |          | \$          |
|--|----|----------|-------------|
| Revenues from ordinary activities  | up | 17.4% to | 43,453,451  |
| Loss from ordinary activities after tax attributable to the owners of Swoop Holdings Limited | up | 75.4% to | (1,040,855) |
| Loss for the half-year attributable to the owners of Swoop Holdings Limited                  | up | 75.4% to | (1,040,855) |

**Non-Statutory Results**

|                                    |    |          |            |
|------------------------------------|----|----------|------------|
| Gross margin *                     | up | 9.5% to  | 17,174,372 |
| Underlying EBITDA **               | up | 12.6% to | 8,186,853  |
| Underlying Net Loss Before Tax *** | up | 95.2% to | (114,406)  |

|                            | <b>2023</b>  | <b>2022</b>  |
|----------------------------|--------------|--------------|
|                            | <b>Cents</b> | <b>Cents</b> |
| Basic earnings per share   | (0.50)       | (2.07)       |
| Diluted earnings per share | (0.50)       | (2.07)       |

*Dividends*

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

*Comments*

The loss for the consolidated entity after providing for income tax amounted to \$1,040,855 (31 December 2022: loss of \$4,236,793).

**Swoop Holdings Limited**  
**Appendix 4D**  
**Half-year report**

**3. Underlying results**

Underlying results disclosed in section 2 above have been derived as follows:

**\*Gross Margin**

|                     | <b>2023</b>              | <b>2022</b>              |
|---------------------|--------------------------|--------------------------|
|                     | <b>\$</b>                | <b>\$</b>                |
| Revenue             | 43,453,451               | 37,021,409               |
| Cost of sales       | <u>(26,279,079)</u>      | <u>(21,334,095)</u>      |
| <b>Gross margin</b> | <b><u>17,174,372</u></b> | <b><u>15,687,314</u></b> |

\* Gross Margin - is a financial measure which is not prescribed by Australian Accounting Standards ('AAS') and represents operating revenue, less the direct cost of deriving revenue from operating activities. The Gross Margin calculation for 2023 has been presented on a basis consistent with 2022.

**\*\*Underlying Earnings before interest, tax, depreciation, and amortisation (Underlying EBITDA)**

|                                     | <b>2023</b>             | <b>2022</b>             |
|-------------------------------------|-------------------------|-------------------------|
|                                     | <b>\$</b>               | <b>\$</b>               |
| <b>Gross margin</b>                 | <u>17,174,372</u>       | <u>15,687,314</u>       |
| <b>Operating expenses</b>           |                         |                         |
| Employee benefit expense            | (5,341,333)             | (4,390,803)             |
| Marketing and advertising           | (1,508,645)             | (1,246,297)             |
| General and administrative          | (1,563,825)             | (1,817,157)             |
| Other expenses, net of other income | (417,365)               | (920,775)               |
| Bad and doubtful debt expense       | (156,351)               | (44,493)                |
| <b>Total operating expenses</b>     | <u>(8,987,519)</u>      | <u>(8,419,525)</u>      |
| <b>Underlying EBITDA</b>            | <b><u>8,186,853</u></b> | <b><u>7,267,789</u></b> |

\*\* Underlying EBITDA - Earnings before interest, tax, depreciation, and amortisation (EBITDA) is a financial measure which is not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for non-cash (share-based payments expense) and other one-off items (corporate restructuring expenses, acquisition and integration costs, one-off legal costs) which are not considered to be reflective of underlying earnings. The underlying EBITDA calculation for 2023 has been presented on a basis consistent with 2022.

**\*\*\*Underlying Net Loss before Tax**

|   | <b>2023</b>             | <b>2022</b>               |
|---|-------------------------|---------------------------|
|   | <b>\$</b>               | <b>\$</b>                 |
| <b>Net Loss before Tax</b>                            | <u>(2,049,538)</u>      | <u>(4,745,819)</u>        |
| <b>Non-operating and other one-off expenses</b>       |                         |                           |
| Share based payments expense                          | (656,718)               | (722,392)                 |
| Corporate restructuring expenses                      | (56,892)                | (259,953)                 |
| Acquisition and integration costs                     | (1,221,522)             | (1,080,466)               |
| One-off legal costs                                   | -                       | (317,286)                 |
| <b>Total non-operating and other one-off expenses</b> | <u>(1,935,132)</u>      | <u>(2,380,097)</u>        |
| <b>Underlying Net Loss before Tax</b>                 | <b><u>(114,406)</u></b> | <b><u>(2,365,722)</u></b> |

**Swoop Holdings Limited**  
**Appendix 4D**  
**Half-year report**

---

\*\*\*Underlying Net Loss before Tax is a financial measure which is not prescribed by the Australian Accounting Standards ('AAS') and represents Net Loss before Tax, adjusted for non-cash (share-based payments expense) and other one-off items (corporate restructuring expenses, acquisition and integration costs, one-off legal costs) which are not considered to be reflective of underlying earnings. The Underlying Net Loss before Tax calculation for 2023 has been presented on a basis consistent with 2022.

---

**4. Net tangible assets**

|   | <b>Reporting<br/>period<br/>Cents</b> | <b>Previous<br/>period<br/>Cents</b> |
|---|---------------------------------------|--------------------------------------|
| Net tangible assets per ordinary security | <u>7.92</u>                           | <u>8.50</u>                          |

---

**5. Dividends**

*Current period*

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

*Previous period*

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

---

**6. Audit qualification or review**

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

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

---

**7. Attachments**

*Details of attachments (if any):*

The Interim Report of Swoop Holdings Limited for the half-year ended 31 December 2023 is attached.

---

**8. Signed**

Signed   
\_\_\_\_\_

Date: 28 February 2024

James Spenceley  
Chairman

# **Swoop Holdings Limited**

**ABN 20 009 256 535**

**Interim Report - 31 December 2023**

**Swoop Holdings Limited**  
**Directors' report**  
**31 December 2023**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Swoop Holdings Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2023.

**Directors**

The following persons were directors of Swoop Holdings Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

James Spenceley (Non-Executive Director)  
Anthony Grist (Non-Executive Director)  
Jonathan Pearce (Non-Executive Director)  
Matthew Hollis (Non-Executive Director)  
William Reid (Non-Executive Director)

**Principal activities**

During the financial half-year, the principal continuing activities of Swoop Holdings Limited included:

- fixed wireless broadband services to residential customers;
- through the acquisition in 2022 of Telco Pay Pty Ltd ("Moose Mobile"), the provision of residential mobile telephony for price-conscious customers;
- fixed wireless access as well as wholesale transit services to other ISPs and Telcos;
- internet and telecommunication services to small and medium sized enterprises;
- services over the NBN fixed line and fixed wireless networks to customers who cannot connect to the company's fixed wireless network; and
- fibre network management and construction.

**Dividends**

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

**Financial and operating performance**

Revenue of the Group for the half-year was \$43.5 million (2022: \$37.0 million), an increase of 17.4%.

The loss for the Group after income tax benefit was \$1.0 million (2022: loss of \$4.2 million), a significant 75.4% reduction from the prior period loss.

Expenses for the half-year were \$45.6 million (2022: \$41.8 million). Total expenses included share based payment expenses of \$0.7 million and acquisition and integration costs of \$1.2 million. Depreciation and amortisation costs were \$7.2 million.

The 2022 comparative results include the results of Telco Pay Pty Ltd for the five months ended 31 December 2022, compared to the six months of results in the half-year to 31 December 2023.

**Financial position**

The Group is in a net asset position of \$61,703,189 as at 31 December 2023 (30 June 2023: \$62,302,717).

Working capital, being current assets less current liabilities, is in a deficit of \$3,282,829 as at 31 December 2023 (30 June 2023: surplus of \$386,110). The movement in working capital is due to the estimated fair value of the 2<sup>nd</sup> tranche of the Moose Mobile deferred consideration, payable in November 2024, becoming current in the half-year period, and the funding of Group capital expenditure with operating cash flows. The Group had positive net cash flows from operating activities for the half-year of \$6,593,979. The cash and cash equivalents as at 31 December 2023 was \$16,174,591 and the Group has an additional \$9,442,616 in undrawn financing facilities available. The directors plan to continue the consolidated entity's operations on the basis as outlined above and believe there will be sufficient funds for the consolidated entity to meet its obligations and liabilities for at least twelve months from the date of this report.

**Swoop Holdings Limited**  
**Directors' report**  
**31 December 2023**

The Group is predominately a fixed wireless and wholesale network infrastructure carrier with a high performance national network that is an alternative provider to the large carriers for delivering services in Australia. With the acquisition of Telco Pay Pty Ltd (Moose Mobile) a national MVNO on the Optus Network in late 2022, it is also now a significant provider of mobile services. Swoop has operations around Australia and has the following diversified core businesses:

- providing internet services over its own fixed wireless network across its national footprint under the Swoop brand, with residential services in key regional towns under Swoop and NodeOne;
- providing wholesale transit and other services to smaller ISPs across its national and international POP locations;
- providing residential mobile telephony for price-conscious customers through the Moose Mobile brand;
- providing wholesale and business voice and unified communications services to customers across Australia; and
- operation of dark fibre networks in Australia to provide dedicated point-to-point dark fibre networks between data centres and private high density multi-fibre solutions for businesses.

Swoop also provides services over the NBN fixed line and fixed wireless networks nationally to residential and SME customers who cannot connect to the Swoop fixed wireless network.

The Group's strategic focus is to:

- invest in infrastructure growth - continue to increase market share of fixed wireless infrastructure by expanding the fixed wireless footprint into areas already covered by Swoop infrastructure, continue to roll out co-build projects supporting regional growth and invest in new rural areas;
- invest in customer growth by building on our strong brand presence, increase customer acquisition via targeted marketing, continue focus on reducing churn in core products and provide great customer focused service;
- invest in systems and integration - focus on integration and automation by building and integrating platforms of existing and acquired businesses;
- continue to drive synergy realisation of recently acquired businesses and scale these businesses for further expansion and development;
- expand channel partners to realise cross-selling opportunities between products and services offerings across the Group's businesses;
- introduce new high margin and in demand products;
- leverage the experience, capability, and extensive industry knowledge within the business to build the next large scale national telecommunications company;
- seek to expand the Group's products to complementary offerings to its customers such as fixed wireless, resale of NBN, fibre and voice; and
- seek to participate in ongoing industry consolidation as opportunities arise.

Operational highlights for the half-year include:

- Revenue for the half-year ended 31 December 2023 of \$43.5 million, up 17.4%.
- Total Services in Operation (SIO's) at 31 December 2023 were 161,335 representing an overall growth of 16%. Mobile SIO's were 118,066, up 17,457 from 31 December 2022, representing 17% annual growth. Non-Mobile SIO's were 43,269 at the end of the half-year, representing 13% annual growth. We have restated our Non-Mobile SIOs for both periods to remove non-tolling items to better reflect a comparison of the business performance.
- Swoop continues to execute on its regional roll out program in both Victoria and Western Australia.
- Closing cash of \$16.2 million at 31 December 2023 and \$9.4 million in undrawn available financing facilities.

**Significant changes in the state of affairs**

During the reporting period, the following significant events occurred:

- On 25 August 2023, as part of its ongoing capital management strategy, Swoop announced it would extend the existing on-market share buy-back program, which was due to expire on 29 August 2023, for up to an additional 10% of the Company's shares on issue (approximately 207,123,937 shares), for a further 12-month period from 25 August 2023 through to 23 August 2024.

**Swoop Holdings Limited**  
**Directors' report**  
**31 December 2023**

**Matters subsequent to the end of the financial half-year**

There are no significant matters subsequent to the end of the financial half-year to report.

**Auditor's independence declaration**

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

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



---

James Spenceley  
Chairman

28 February 2024



PKF(NS) Audit & Assurance Limited Partnership  
ABN 91 850 861 839

755 Hunter Street, Newcastle West NSW 2302  
Level 8, 1 O'Connell Street, Sydney NSW 2000

Newcastle T: +61 2 4962 2688 F: +61 2 4962 3245

Sydney T: +61 2 8346 6000 F: +61 2 8346 6099

info@pkf.com.au

www.pkf.com.au

Swoop Holdings Limited

## Auditors Independence Declaration under Section 307C of the Corporations Act 2001

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2023, there have been:

- a) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review, and
- b) no contraventions of any applicable code of professional conduct in relation to the review.

A handwritten version of the PKF logo in black ink.

PKF

A handwritten signature in black ink that reads 'P. Pearman'.

PAUL PEARMAN  
PARTNER

28 FEBRUARY 2024  
SYDNEY, NSW



**Swoop Holdings Limited**  
**Contents**  
**31 December 2023**

|  |    |
|--|----|
| Statement of profit or loss and other comprehensive income                   | 6  |
| Statement of financial position  | 7  |
| Statement of changes in equity   | 8  |
| Statement of cash flows  | 9  |
| Notes to the financial statements  | 10 |
| Directors' declaration   | 18 |
| Independent auditor's review report to the members of Swoop Holdings Limited | 19 |

**Swoop Holdings Limited**  
**Statement of profit or loss and other comprehensive income**  
**For the half-year ended 31 December 2023**

|   |             | <b>Consolidated</b> |                    |
|---|-------------|---------------------|--------------------|
|   | <b>Note</b> | <b>31 Dec 2023</b>  | <b>31 Dec 2022</b> |
|   |             | <b>\$</b>           | <b>\$</b>          |
| Revenue   | 3           | 43,453,451          | 37,021,409         |
| Other income  | 4           | 144,226             | 26,671             |
| Expenses  |             |                     |                    |
| Cost of sales   |             | (26,279,079)        | (21,334,095)       |
| Marketing and advertising   |             | (1,508,645)         | (1,246,297)        |
| General and administrative expense  |             | (1,563,825)         | (1,817,157)        |
| Bad and doubtful debt expense   |             | (156,351)           | (44,493)           |
| Employee benefit expense  |             | (5,341,333)         | (4,390,803)        |
| Depreciation and amortisation expense   |             | (7,240,224)         | (8,916,889)        |
| Share based payments expense  |             | (656,718)           | (722,392)          |
| One-off legal costs   |             | -                   | (317,286)          |
| Finance costs   |             | (1,201,615)         | (731,369)          |
| Acquisition and integration costs   |             | (1,221,522)         | (1,080,466)        |
| Corporate restructuring expenses  |             | (56,892)            | (259,953)          |
| Other expenses  |             | (421,011)           | (932,699)          |
| <b>Loss before income tax benefit</b>   |             | <b>(2,049,538)</b>  | <b>(4,745,819)</b> |
| Income tax benefit  |             | 1,008,683           | 509,026            |
| <b>Loss after income tax benefit for the half-year attributable to the owners of Swoop Holdings Limited</b> |             | <b>(1,040,855)</b>  | <b>(4,236,793)</b> |
| <b>Other comprehensive income</b>   |             |                     |                    |
| <i>Items that may be reclassified subsequently to profit or loss</i>  |             |                     |                    |
| Loss on the revaluation of financial assets at fair value through other comprehensive income, net of tax    |             | (211,418)           | (108,191)          |
| Other comprehensive loss for the half-year, net of tax  |             | (211,418)           | (108,191)          |
| <b>Total comprehensive loss for the half-year attributable to the owners of Swoop Holdings Limited</b>      |             | <b>(1,252,273)</b>  | <b>(4,344,984)</b> |
|   |             | <b>Cents</b>        | <b>Cents</b>       |
| Basic earnings per share  |             | (0.50)              | (2.07)             |
| Diluted earnings per share  |             | (0.50)              | (2.07)             |

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

**Swoop Holdings Limited**  
**Statement of financial position**  
**As at 31 December 2023**

|                                      | <b>Note</b> | <b>Consolidated</b> | <b>30 Jun 2023</b>  |
|--------------------------------------|-------------|---------------------|---------------------|
|                                      |             | <b>31 Dec 2023</b>  | <b>\$</b>           |
|                                      |             | <b>\$</b>           | <b>\$</b>           |
| <b>Assets</b>                        |             |                     |                     |
| <b>Current assets</b>                |             |                     |                     |
| Cash and cash equivalents            |             | 16,174,591          | 19,043,911          |
| Trade receivables                    |             | 7,324,455           | 5,599,055           |
| Inventories                          |             | 2,345,952           | 2,297,497           |
| Prepayments                          |             | 1,558,549           | 1,675,406           |
| Other assets                         |             | 336,991             | -                   |
| Other financial assets               |             | 307,165             | 456,166             |
| <b>Total current assets</b>          |             | <u>28,047,703</u>   | <u>29,072,035</u>   |
| <b>Non-current assets</b>            |             |                     |                     |
| Financial assets at fair value       |             | 1,043,902           | 1,247,981           |
| Property, plant and equipment        | 5           | 34,440,618          | 32,398,112          |
| Right-of-use assets                  | 6           | 8,282,425           | 8,134,009           |
| Intangibles                          | 7           | 50,590,142          | 51,192,551          |
| Deferred tax                         |             | 2,106,561           | 1,869,352           |
| Other financial assets               |             | 328,851             | 333,458             |
| <b>Total non-current assets</b>      |             | <u>96,792,499</u>   | <u>95,175,463</u>   |
| <b>Total assets</b>                  |             | <u>124,840,202</u>  | <u>124,247,498</u>  |
| <b>Liabilities</b>                   |             |                     |                     |
| <b>Current liabilities</b>           |             |                     |                     |
| Trade payables                       |             | 16,358,178          | 15,433,352          |
| Other payables                       |             | 4,653,354           | 2,835,897           |
| Contract liabilities                 |             | 1,953,226           | 2,151,327           |
| Borrowings                           |             | 1,795,526           | 1,763,915           |
| Lease liabilities                    | 6           | 2,528,130           | 2,432,200           |
| Current tax liabilities              |             | 381,237             | 317,886             |
| Employee benefits                    |             | 1,515,821           | 1,351,971           |
| Deferred consideration               | 8           | 2,145,060           | 2,399,377           |
| <b>Total current liabilities</b>     |             | <u>31,330,532</u>   | <u>28,685,925</u>   |
| <b>Non-current liabilities</b>       |             |                     |                     |
| Borrowings                           |             | 18,398,475          | 16,781,708          |
| Lease liabilities                    | 6           | 6,521,503           | 6,518,048           |
| Deferred tax                         |             | 6,707,501           | 7,539,312           |
| Employee benefits                    |             | 179,002             | 172,769             |
| Deferred consideration               | 8           | -                   | 2,078,923           |
| Provisions                           |             | -                   | 168,096             |
| <b>Total non-current liabilities</b> |             | <u>31,806,481</u>   | <u>33,258,856</u>   |
| <b>Total liabilities</b>             |             | <u>63,137,013</u>   | <u>61,944,781</u>   |
| <b>Net assets</b>                    |             | <u>61,703,189</u>   | <u>62,302,717</u>   |
| <b>Equity</b>                        |             |                     |                     |
| Issued capital                       | 9           | 127,266,232         | 126,550,345         |
| Reserves                             |             | 3,798,505           | 3,861,647           |
| Accumulated losses                   |             | <u>(69,361,548)</u> | <u>(68,109,275)</u> |
| <b>Total equity</b>                  |             | <u>61,703,189</u>   | <u>62,302,717</u>   |

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

**Swoop Holdings Limited**  
**Statement of changes in equity**  
**For the half-year ended 31 December 2023**

| <b>Consolidated</b>  | <b>Issued capital<br/>\$</b> | <b>Share-based payments reserve<br/>\$</b> | <b>Foreign currency reserve<br/>\$</b> | <b>Accumulated losses<br/>\$</b> | <b>Total equity<br/>\$</b> |
|--|------------------------------|--|--|----------------------------------|----------------------------|
| Balance at 1 July 2022   | 123,737,206                  | 3,353,992                                  | 11,755                                 | (30,518,947)                     | 96,584,006                 |
| Loss after income tax benefit for the half-year                              | -                            | -  | -                                      | (4,236,793)                      | (4,236,793)                |
| Other comprehensive loss for the half-year, net of tax                       | -                            | -  | -                                      | (108,191)                        | (108,191)                  |
| Total comprehensive loss for the half-year                                   | -                            | -  | -                                      | (4,344,984)                      | (4,344,984)                |
| <i>Transactions with owners in their capacity as owners:</i>                 |                              |  |  |                                  |                            |
| On-market share buy-back, including transaction costs                        | (3,438,066)                  | -  | -                                      | -                                | (3,438,066)                |
| Consideration shares issued to vendors of acquired entities                  | 5,833,332                    | -  | -                                      | -                                | 5,833,332                  |
| Issue of shares to employees on vesting and conversion of performance rights | 657,820                      | (657,820)                                  | -                                      | -                                | -                          |
| Share based payments expense   | -                            | 722,392                                    | -                                      | -                                | 722,392                    |
| Balance at 31 December 2022  | <u>126,790,292</u>           | <u>3,418,564</u>                           | <u>11,755</u>                          | <u>(34,863,931)</u>              | <u>95,356,680</u>          |
| <b>Consolidated</b>  | <b>Issued capital<br/>\$</b> | <b>Share-based payments reserve<br/>\$</b> | <b>Foreign currency reserve<br/>\$</b> | <b>Accumulated losses<br/>\$</b> | <b>Total equity<br/>\$</b> |
| Balance at 1 July 2023   | 126,550,345                  | 3,849,892                                  | 11,755                                 | (68,109,275)                     | 62,302,717                 |
| Loss after income tax benefit for the half-year                              | -                            | -  | -                                      | (1,040,855)                      | (1,040,855)                |
| Other comprehensive loss for the half-year, net of tax                       | -                            | -  | -                                      | (211,418)                        | (211,418)                  |
| Total comprehensive loss for the half-year                                   | -                            | -  | -                                      | (1,252,273)                      | (1,252,273)                |
| <i>Transactions with owners in their capacity as owners:</i>                 |                              |  |  |                                  |                            |
| On-market share buy-back, including transaction costs                        | (3,973)                      | -  | -                                      | -                                | (3,973)                    |
| Issue of shares to employees on vesting and conversion of performance rights | 719,860                      | (719,860)                                  | -                                      | -                                | -                          |
| Share based payments expense   | -                            | 656,718                                    | -                                      | -                                | 656,718                    |
| Balance at 31 December 2023  | <u>127,266,232</u>           | <u>3,786,750</u>                           | <u>11,755</u>                          | <u>(69,361,548)</u>              | <u>61,703,189</u>          |

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

**Swoop Holdings Limited**  
**Statement of cash flows**  
**For the half-year ended 31 December 2023**

|   | <b>Consolidated</b>      |                          |
|---|--------------------------|--------------------------|
| <b>Note</b>   | <b>31 Dec 2023</b>       | <b>31 Dec 2022</b>       |
|   | <b>\$</b>                | <b>\$</b>                |
| <b>Cash flows from operating activities</b>                           |                          |                          |
| Receipts from customers (inclusive of GST)                            | 44,867,731               | 39,622,401               |
| Payments to suppliers and employees (inclusive of GST)                | <u>(37,840,778)</u>      | <u>(32,932,766)</u>      |
|   | 7,026,953                | 6,689,635                |
| Interest received   | 140,580                  | 16,945                   |
| Interest and other finance costs paid                                 | (863,307)                | (230,034)                |
| Co-build income received  | <u>289,753</u>           | <u>864,850</u>           |
| Net cash from operating activities                                    | <u>6,593,979</u>         | <u>7,341,396</u>         |
| <b>Cash flows from investing activities</b>                           |                          |                          |
| Payment for purchase of business, net of cash acquired                | -                        | (330,000)                |
| Payment for purchase of subsidiary, net of cash acquired              | (2,778,726)              | (22,702,911)             |
| Payments for investments  | -                        | (200,000)                |
| Payments for property, plant and equipment                            | (8,243,811)              | (9,767,182)              |
| Payments for intangibles  | -                        | (1,098,578)              |
| Proceeds from disposal of property, plant and equipment               | <u>15,833</u>            | <u>26,582</u>            |
| Net cash used in investing activities                                 | <u>(11,006,704)</u>      | <u>(34,072,089)</u>      |
| <b>Cash flows from financing activities</b>                           |                          |                          |
| Proceeds from borrowings  | 2,557,384                | 19,260,040               |
| On-market share buy-back, including transaction costs                 | (3,977)                  | (3,439,094)              |
| Repayment of borrowings   | <u>(1,018,000)</u>       | <u>(189,000)</u>         |
| Net cash from financing activities                                    | <u>1,535,407</u>         | <u>15,631,946</u>        |
| Net (decrease)/increase in cash and cash equivalents                  | (2,877,318)              | (11,098,747)             |
| Cash and cash equivalents at the beginning of the financial half-year | 19,043,911               | 32,020,568               |
| Effects of exchange rate changes on cash and cash equivalents         | <u>7,998</u>             | <u>16,841</u>            |
| Cash and cash equivalents at the end of the financial half-year       | <u><u>16,174,591</u></u> | <u><u>20,938,662</u></u> |

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

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 1. General information**

The financial statements cover Swoop Holdings Limited as a consolidated entity consisting of Swoop Holdings Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Swoop Holdings Limited's functional and presentational currency.

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

Level 5, 126 Phillip Street  
 Sydney NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 February 2024.

**Note 2. Significant accounting policies**

These general-purpose financial statements for the interim half-year reporting period ended 31 December 2023 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general-purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2023 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

The directors believe there will be sufficient funds for the consolidated entity to meet its obligations and liabilities for at least twelve months from the date of this half-year financial report.

**Note 3. Revenue**

|  | <b>Consolidated</b> |                    |
|--|---------------------|--------------------|
|  | <b>31 Dec 2023</b>  | <b>31 Dec 2022</b> |
|  | <b>\$</b>           | <b>\$</b>          |
| <i>Revenue from contracts with customers</i> |                     |                    |
| Business                                     | 5,965,332           | 5,835,799          |
| Residential                                  | 24,835,497          | 19,756,831         |
| Channel                                      | 10,985,487          | 10,557,783         |
| Other revenue                                | 1,667,135           | 870,996            |
| Revenue                                      | <u>43,453,451</u>   | <u>37,021,409</u>  |

|  | Business services | Residential services | Channel           | Other revenue    | Total             |
|--|-------------------|----------------------|-------------------|------------------|-------------------|
| <b>Consolidated - 31 December 2023</b> | \$                | \$                   | \$                | \$               | \$                |
| <i>Timing of revenue recognition</i>   |                   |                      |                   |                  |                   |
| Goods transferred at a point in time   | 5,000             | 212,657              | 72,763            | -                | 290,420           |
| Services transferred over time         | 5,960,332         | 24,622,840           | 10,912,724        | 1,667,135        | 43,163,031        |
|  | <u>5,965,332</u>  | <u>24,835,497</u>    | <u>10,985,487</u> | <u>1,667,135</u> | <u>43,453,451</u> |

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 4. Other income**

|                 | <b>Consolidated</b> |                    |
|-----------------|---------------------|--------------------|
|                 | <b>31 Dec 2023</b>  | <b>31 Dec 2023</b> |
|                 | <b>\$</b>           | <b>\$</b>          |
| Other income    | 3,646               | 11,924             |
| Interest income | 140,580             | 14,747             |
| Other income    | <u>144,226</u>      | <u>26,671</u>      |

**Note 5. Property, plant and equipment**

|                                | <b>Consolidated</b> |                     |
|--------------------------------|---------------------|---------------------|
|                                | <b>31 Dec 2023</b>  | <b>30 Jun 2023</b>  |
|                                | <b>\$</b>           | <b>\$</b>           |
| Networks - at cost             | 67,618,846          | 61,852,134          |
| Less: Accumulated depreciation | <u>(35,312,788)</u> | <u>(31,839,546)</u> |
|                                | 32,306,058          | 30,012,588          |
| Plant and equipment - at cost  | 4,385,457           | 4,331,281           |
| Less: Accumulated depreciation | <u>(2,504,256)</u>  | <u>(2,177,332)</u>  |
|                                | 1,881,201           | 2,153,949           |
| Motor vehicles - at cost       | 850,388             | 787,720             |
| Less: Accumulated depreciation | <u>(597,029)</u>    | <u>(556,145)</u>    |
|                                | 253,359             | 231,575             |
|                                | <u>34,440,618</u>   | <u>32,398,112</u>   |

The "at cost" and "accumulated depreciation" components as at 30 June 2023 above, have been restated from the 30 June 2023 Annual Report to ensure comparability to the current period. There is no change to the 30 June 2023 carrying values.

*Reconciliations*

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

| <b>Consolidated</b>         | Networks<br>\$     | Plant &<br>equipment<br>\$ | Motor<br>vehicles<br>\$ | Total<br>\$        |
|-----------------------------|--------------------|----------------------------|-------------------------|--------------------|
| Balance at 1 July 2023      | 30,012,588         | 2,153,949                  | 231,575                 | 32,398,112         |
| Additions                   | 5,766,712          | 75,773                     | 62,668                  | 5,905,153          |
| Disposals                   | -                  | (2,092)                    | -                       | (2,092)            |
| Depreciation expense        | <u>(3,473,242)</u> | <u>(346,429)</u>           | <u>(40,884)</u>         | <u>(3,860,555)</u> |
| Balance at 31 December 2023 | <u>32,306,058</u>  | <u>1,881,201</u>           | <u>253,359</u>          | <u>34,440,618</u>  |

**Note 6. Right-of-use assets**

**(a) Right-of-use assets**

The carrying value of right-of-use assets is presented below:

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 6. Right-of-use assets (continued)**

|                                   | <b>Consolidated</b>     |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | <b>31 Dec 2023</b>      | <b>30 Jun 2023</b>      |
|                                   | <b>\$</b>               | <b>\$</b>               |
| Premises and sites - right-of-use | 9,847,526               | 10,106,698              |
| Less: Accumulated depreciation    | <u>(5,083,803)</u>      | <u>(4,715,160)</u>      |
|                                   | <u>4,763,723</u>        | <u>5,391,538</u>        |
| Network assets - right-of-use     | 5,286,617               | 4,350,961               |
| Less: Accumulated depreciation    | <u>(1,767,915)</u>      | <u>(1,608,490)</u>      |
|                                   | <u>3,518,702</u>        | <u>2,742,471</u>        |
|                                   | <u><u>8,282,425</u></u> | <u><u>8,134,009</u></u> |

*Reconciliations*

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

| <b>Consolidated</b>         | Premises and<br>sites<br>\$ | Network<br>assets<br>\$ | Total<br>\$             |
|-----------------------------|-----------------------------|-------------------------|-------------------------|
| Balance at 1 July 2023      | 5,391,538                   | 2,742,471               | 8,134,009               |
| Additions                   | 439,051                     | 1,146,841               | 1,585,892               |
| Depreciation expense        | <u>(1,066,866)</u>          | <u>(370,610)</u>        | <u>(1,437,476)</u>      |
| Balance at 31 December 2023 | <u><u>4,763,723</u></u>     | <u><u>3,518,702</u></u> | <u><u>8,282,425</u></u> |

**(b) Lease liabilities**

The carrying value of lease liabilities is presented below:

|                                 | <b>Consolidated</b>     |                         |
|---------------------------------|-------------------------|-------------------------|
|                                 | <b>31 Dec 2023</b>      | <b>30 Jun 2023</b>      |
|                                 | <b>\$</b>               | <b>\$</b>               |
| Lease liabilities - current     | 2,528,130               | 2,432,200               |
| Lease liabilities - non-current | <u>6,521,503</u>        | <u>6,518,048</u>        |
|                                 | <u><u>9,049,633</u></u> | <u><u>8,950,248</u></u> |

**(c) Maturity profile of contractual undiscounted liability cashflows:**

|   | <b>Consolidated</b>      |                          |
|---|--------------------------|--------------------------|
|   | <b>31 Dec 2023</b>       | <b>30 Jun 2023</b>       |
|   | <b>\$</b>                | <b>\$</b>                |
| - not later than one year                           | 2,617,989                | 2,586,944                |
| - later than one year but not later than five years | <u>7,542,505</u>         | <u>7,421,589</u>         |
|   | <u><u>10,160,494</u></u> | <u><u>10,008,533</u></u> |



**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 7. Intangibles**

|  | <b>Consolidated</b> |                    |
|--|---------------------|--------------------|
|  | <b>31 Dec 2023</b>  | <b>30 Jun 2023</b> |
|  | <b>\$</b>           | <b>\$</b>          |
| Goodwill - at cost                             | 39,027,630          | 39,027,630         |
| Licence agreements - at cost                   | 536,095             | 536,095            |
| Less: Accumulated amortisation                 | (392,226)           | (338,324)          |
|  | <u>143,869</u>      | <u>197,771</u>     |
| Patents and trademarks - at cost               | 389,824             | 389,824            |
| Less: Accumulated amortisation                 | (71,498)            | (52,176)           |
|  | <u>318,326</u>      | <u>337,648</u>     |
| Customer relationships and contracts - at cost | 7,311,952           | 7,311,952          |
| Less: Accumulated amortisation                 | (5,334,306)         | (4,979,105)        |
|  | <u>1,977,646</u>    | <u>2,332,847</u>   |
| Computer software - at cost                    | 4,782,196           | 3,442,412          |
| Less: Accumulated amortisation                 | (1,948,863)         | (1,359,440)        |
|  | <u>2,833,333</u>    | <u>2,082,972</u>   |
| Brands - at cost                               | 2,077,176           | 2,077,176          |
| Less: Accumulated amortisation                 | (26,416)            | (26,416)           |
|  | <u>2,050,760</u>    | <u>2,050,760</u>   |
| Contractual agreements - at cost               | 6,845,280           | 6,845,280          |
| Less: Accumulated amortisation                 | (2,606,702)         | (1,682,357)        |
|  | <u>4,238,578</u>    | <u>5,162,923</u>   |
|  | <u>50,590,142</u>   | <u>51,192,551</u>  |

The "at cost" and "accumulated depreciation" components as at 30 June 2023 above, have been restated from the 30 June 2023 Annual Report to ensure comparability to the current period. There is no change to the 30 June 2023 carrying values.

**Reconciliations**

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

|                             | Goodwill          | Customer relationships and contracts | Patents and trademarks | Contractual agreements | Computer software | Licence agreements | Brands           | Total             |
|-----------------------------|-------------------|--------------------------------------|------------------------|------------------------|-------------------|--------------------|------------------|-------------------|
| <b>Consolidated</b>         | \$                | \$                                   | \$                     | \$                     | \$                | \$                 | \$               | \$                |
| Balance at 1 July 2023      | 39,027,630        | 2,332,847                            | 337,648                | 5,162,923              | 2,082,972         | 197,771            | 2,050,760        | 51,192,551        |
| Additions                   | -                 | -                                    | -                      | -                      | 1,339,784         | -                  | -                | 1,339,784         |
| Amortisation expense        | -                 | (355,201)                            | (19,322)               | (924,345)              | (589,423)         | (53,902)           | -                | (1,942,193)       |
| Balance at 31 December 2023 | <u>39,027,630</u> | <u>1,977,646</u>                     | <u>318,326</u>         | <u>4,238,578</u>       | <u>2,833,333</u>  | <u>143,869</u>     | <u>2,050,760</u> | <u>50,590,142</u> |

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 7. Intangibles (continued)**

**Impairment disclosures and testing of goodwill**

As disclosed in the 30 June 2023 Annual Report, as part of the annual impairment testing required under AASB 136 Impairment of Assets, the Group reviewed the carrying value of fixed assets and intangibles at that date. During that review it was identified that certain assets were showing indicators of impairment. As a result, a provision for impairment was recognised to ensure the carrying value of those assets did not exceed their recoverable amount. Of the \$27,046,000 impairment charges recognised for the year ended 30 June 2023, \$7,463,082 related to fixed assets, \$15,227,996 related to intangibles (excluding goodwill) and \$4,354,922 related to goodwill.

The Group has again assessed at 31 December 2023 whether there is any indication that a group asset, including goodwill and other intangible assets, may be impaired. A key indicator considered was that the net assets of the Group as at the reporting date exceeded its market capitalisation. The evaluation of whether any impairment existed at 31 December 2023 included, amongst other factors, consideration of the general market volatility currently affecting smaller capitalisation stocks, the current liquidity in Swoop's shares and the Directors' longer-term view of the underlying intrinsic value of the business. As a result of the assessment, the Group has determined that no impairment charge is required at 31 December 2023. Annual impairment testing will again be undertaken in relation to the 30 June 2024 reporting period.

**Note 8. Deferred consideration**

|   | <b>Consolidated</b> |                    |
|---|---------------------|--------------------|
|   | <b>31 Dec 2023</b>  | <b>30 Jun 2023</b> |
|   | <b>\$</b>           | <b>\$</b>          |
| <b>Current</b>  |                     |                    |
| Deferred consideration (fair value of contingent consideration) | 2,145,060           | 2,399,377          |
|   | <u>2,145,060</u>    | <u>2,399,377</u>   |
| <b>Non-current</b>  |                     |                    |
| Deferred consideration (fair value of contingent consideration) | -                   | 2,078,923          |
|   | <u>-</u>            | <u>2,078,923</u>   |

Deferred consideration as at 31 December 2023 is the fair value of contingent consideration in relation to the potential earn out payment to the vendors of Telco Pay Pty Ltd for the Second Performance Period. It is subject to specific contractual conditions being met at 30 June 2024 and any amounts determined as being payable are due to be paid in November 2024. During the half-year an amount of \$2,450,000 was paid to the vendors of Telco Pay Pty Limited, being the earn out payment for the First Performance Period.

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 9. Issued capital**

|                              | Consolidated       |                    |                    |                    |
|------------------------------|--------------------|--------------------|--------------------|--------------------|
|                              | 31 Dec 2023        | 30 Jun 2023        |                    |                    |
|                              | Shares             | Shares             | \$                 | \$                 |
| Ordinary shares - fully paid | <u>208,208,937</u> | <u>207,092,671</u> | <u>127,266,232</u> | <u>126,550,345</u> |

*Movements in share capital*

| Details   | Date              | Shares             | \$                 |
|---|-------------------|--------------------|--------------------|
| Opening balance                                       | 1 July 2023       | 207,092,671        | 126,550,345        |
| Vesting and conversion of employee performance rights | 28 July 2023      | 50,000             | 90,000             |
| Cancellation of shares pursuant to on-market buy-back | 24 August 2023    | (18,734)           | (3,964)            |
| Vesting and conversion of employee performance rights | 26 September 2023 | 300,000            | 154,020            |
| Vesting and conversion of employee performance rights | 23 October 2023   | 785,000            | 475,840            |
| Transaction costs for on-market buy-back              | Various dates     | -                  | (9)                |
| Closing balance                                       | 31 December 2023  | <u>208,208,937</u> | <u>127,266,232</u> |

**Note 10. Financial instruments**

***Fair value of financial instruments***

The fair values of financial assets and liabilities, together with their carrying amounts in the statement of financial position, for the consolidated entity are as follows:

| Consolidated  | 31 Dec 2023       | 30 Jun 2023       |
|---|-------------------|-------------------|
|   | \$                | \$                |
| <i>Financial assets at amortised cost:</i>                      |                   |                   |
| Cash and cash equivalents                                       | 16,174,591        | 19,043,911        |
| Trade receivables   | 7,324,455         | 5,599,055         |
| Other financial assets  | 636,016           | 789,624           |
| <i>Financial assets at fair value:</i>                          |                   |                   |
| Financial assets at fair value                                  | 1,043,902         | 1,247,981         |
| Total financial assets  | <u>25,178,964</u> | <u>26,680,571</u> |
| <i>Financial Liabilities:</i>                                   |                   |                   |
| Trade payables  | 16,358,178        | 15,433,352        |
| Other payables  | 4,653,354         | 2,835,897         |
| Borrowings  | 20,194,001        | 18,545,623        |
| Lease liabilities   | 219,487           | 281,835           |
| <i>Financial liabilities at fair value</i>                      |                   |                   |
| Deferred consideration – fair value of contingent consideration | 2,145,060         | 4,478,300         |
| Total financial liabilities                                     | <u>43,570,080</u> | <u>41,575,007</u> |

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 11. Fair value measurement**

*Fair value hierarchy*

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

| <b>Consolidated – 31 December 2023</b>                          | Level 1<br>\$    | Level 2<br>\$ | Level 3<br>\$    | Total<br>\$      |
|---|------------------|---------------|------------------|------------------|
| <i>Assets</i>   |                  |               |                  |                  |
| Financial assets at fair value                                  | 1,043,902        | -             | -                | 1,043,902        |
| Total assets  | <u>1,043,902</u> | <u>-</u>      | <u>-</u>         | <u>1,043,902</u> |
| <i>Liabilities</i>  |                  |               |                  |                  |
| Deferred consideration – fair value of contingent consideration | -                | -             | 2,145,060        | 2,145,060        |
| Total liabilities   | <u>-</u>         | <u>-</u>      | <u>2,145,060</u> | <u>2,145,060</u> |

There were no transfers between levels during the financial half-year.

*Valuation techniques for fair value measurements categorised within level 3.*

Deferred consideration has been valued using a discounted cash flow model based on the earn out estimated to be achieved in the performance period.

The fair value is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

***Critical accounting judgements, estimates and assumptions - Deferred consideration***

The deferred consideration liability is the difference between the total purchase consideration, usually on an acquisition of a business combination, and the amounts paid or settled up to the reporting date, discounted to net present value. The Group applies provisional accounting for any business combination unless otherwise stated. Any reassessment of the liability during the earlier of the finalisation of the provisional accounting or 12 months from acquisition-date is adjusted for retrospectively as part of the provisional accounting rules in accordance with AASB 3 'Business Combinations'. Thereafter, at each reporting date, the deferred consideration liability is reassessed against revised estimates and any increase or decrease in the net present value of the liability will result in a corresponding gain or loss to profit or loss. The increase in the liability resulting from the passage of time is recognised as a finance cost.

**Swoop Holdings Limited**  
**Notes to the financial statements**  
**31 December 2023**

**Note 12. Share-based payments**

**Performance rights**

In connection with its long-term incentive program, Swoop granted 6,024,380 performance rights to management in November 2023. Of the performance rights granted, 4,068,282 are subject to market based vesting conditions associated with total shareholder returns (TSR) measured against an absolute range of returns as outlined in the table below:

| <b>Annual %TSR Thresholds</b> | <b>Performance Rights that vest</b> |
|-------------------------------|-------------------------------------|
| Less than 20%                 | 0%                                  |
| >=20%                         | 100% allocation                     |

The other 1,956,098 performance rights are subject only to non-market based vesting conditions in the form of a service condition.

The vesting conditions above and the TSR test will be measured having regard to an assessment period. For the purpose of the TSR assessment, the market value will be based on the 15 days volume weighted average price (VWAP) at the beginning and at the end of the performance period. The TSR of Swoop is determined on an annual growth rate basis by reference to:

- the changes in the market value of a share in Swoop from the beginning to the end of the assessment periods (i.e. the TSR test dates) which is the date Swoop's audited financial statements are released for that year; and
- the value of any shareholder benefits (including dividends or any other benefits) paid or otherwise made generally available to shareholders in Swoop during the assessment periods.

Each vested performance right is a right to receive one security. Performance rights will vest and convert into shares at the end of their respective assessment periods and be issued at a zero exercise price. The employee must remain an employee of Swoop at each applicable vesting date.

The performance rights subject to market based vesting conditions are split into three tranches (Tranche 1,2 and 3) with the performance rights subject to non-market vesting conditions split into two tranches (Tranche 4 and 5).

The table below sets out the grant date, expiry date, vesting period and indicative fair value of the performance rights granted during the half-year ended 31 December 2023:

|           | Grant date | Expiry date | Vesting date | No. of rights granted | Fair value per right at grant date |
|-----------|------------|-------------|--------------|-----------------------|------------------------------------|
| Tranche 1 | 1 Nov 2023 | 31 Dec 2026 | 1 Oct 2024   | 1,356,094             | \$0.109                            |
| Tranche 2 | 1 Nov 2023 | 31 Dec 2026 | 1 Oct 2025   | 1,356,094             | \$0.117                            |
| Tranche 3 | 1 Nov 2023 | 31 Dec 2026 | 1 Oct 2026   | 1,356,094             | \$0.123                            |
| Tranche 4 | 1 Nov 2023 | 31 Dec 2026 | 1 Oct 2025   | 978,049               | \$0.200                            |
| Tranche 5 | 1 Nov 2023 | 31 Dec 2026 | 1 Oct 2026   | 978,049               | \$0.200                            |
|           |            |             |              | 6,024,380             |                                    |

The share-based payments expense disclosed in the statement of profit or loss and other comprehensive income for the half-year ended 31 December 2023 relates to performance rights granted in the current half-year, details of which are disclosed above, and those performance rights issued in previous financial years.

**Swoop Holdings Limited**  
**Directors' declaration**  
**31 December 2023**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



---

James Spenceley  
Chairman

28 February 2024



**PKF(NS) Audit & Assurance Limited Partnership**  
**ABN 91 850 861 839**

755 Hunter Street, Newcastle West NSW 2302  
Level 8, 1 O'Connell Street, Sydney NSW 2000

Newcastle T: +61 2 4962 2688 F: +61 2 4962 3245

Sydney T: +61 2 8346 6000 F: +61 2 8346 6099

info@pkf.com.au

www.pkf.com.au

## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF SWOOP HOLDINGS LIMITED

### Report on the Half Year Financial Report

#### Conclusion

We have reviewed the accompanying half year financial report of Swoop Holdings Limited (the 'consolidated entity'), which comprises the condensed consolidated statement of financial position as at 31 December 2023, and the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half year ended on that date, a statement of accounting policies, other selected explanatory notes, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half year financial report of Swoop Holdings Limited is not in accordance with the Corporations Act 2001 including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023, and of its financial performance for the half year ended on that date; and
- (b) complying with the Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001.

#### Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001. In accordance with the Corporations Act 2001, we have given the directors of the consolidated entity a written Auditor's Independence Declaration.

#### Directors' Responsibility for the Half Year Financial Report

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



## Auditor's Responsibility

Our responsibility is to express a conclusion on the half year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and its performance for the half year ended on that date, and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001. As the auditor of Swoop Holdings Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

A stylized, handwritten version of the letters 'PKF' in black ink.

PKF

A handwritten signature in black ink that reads 'P. Pearman' followed by a period.

PAUL PEARMAN  
PARTNER

28 FEBRUARY 2024  
SYDNEY, NSW