1. Company details

Name of entity:	Kip McGrath Education Centres Limited
ABN:	73 003 415 889
Reporting period:	For the year ended 30 June 2024
Previous period:	For the year ended 30 June 2023

2. Results for announcement to the market

				$'000
Revenues from ordinary activities	up	21.0%	to	32,431
Earnings Before Interest, Tax, Depreciation and Amortisation ('EBITDA')	down	2.7%	to	6,525
Profit from ordinary activities after tax attributable to the owners of Kip McGrath Education Centres Limited	down	31.5%	to	1,317
Profit for the year attributable to the owners of Kip McGrath Education Centres Limited	down	31.5%	to	1,317

Dividends
A final dividend for the year ended 30 June 2023 of 1.5 cents per ordinary share, 0% franked, was paid on 21 September 2023. The total distribution was $849,000.

Comments
The profit for the consolidated entity after providing for income tax amounted to $1,317,000 (30 June 2023: $1,924,000).

This financial year we continued to drive growth through strategic investments in technology, corporate centres and enhancing our global reach. In the post-COVID-19 landscape, where cost-of-living challenges are the new normal, we have remained agile in our response to an ever increasing demand for high-quality, small group tutoring throughout the UK, US, and Australasia.

Refer to Chairman's letter and Chief Executive Officer's report for further commentary.

The earnings before interest, tax, depreciation and amortisation ('EBITDA') amounted to $6,525,000 (2023: $6,705,000). EBITDA is a financial measure which is not prescribed by the Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for specific items. The directors consider EBITDA to be one of the core earnings measures of the consolidated entity.

The following table summarises key reconciling items between statutory profit after tax attributable to the owners of Kip McGrath Education Centres and EBITDA.

	Consolidated	
	2024 $'000	2023 $'000
Revenue	32,342	26,713
EBITDA	6,525	6,705
Less: Depreciation and amortisation	(4,672)	(4,137)
Less: Interest expense	(262)	(223)
Add: Interest income	89	84
Profit before Income tax expense	1,680	2,429
Income tax expense	(363)	(505)
Profit after income tax expense	1,317	1,924

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	0.62	0.77

Right-of-use assets have not been treated as intangible assets for the purposes of the net tangible asset calculation.

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividend reinvestment plans

The following dividend or distribution plans are in operation:

The Board approved a Dividend Reinvestment Plan ('DRP') for eligible shareholders commencing with the dividend declared on 22 August 2023 and, unless the Board determines otherwise, will continue for any subsequent dividends. Under the DRP shareholders may elect to have dividends on some or all of their ordinary shares automatically reinvested in additional Kip McGrath shares.

The DRP booklet is available on https://www.kipmcgrath.com/global/shareholder-information

7. Details of associates and joint venture entities

Not applicable.

8. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

9. Audit qualification or review

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

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

10. Attachments

Details of attachments (if any):

The Annual Report of Kip McGrath Education Centres Limited for the year ended 30 June 2024 is attached.

11. Signed

As authorised by the Board of Directors

Signed ___________________________ Date: 20 August 2024

Damian Banks
Chairman
Sydney

Kip McGrath Education Centres Limited

ABN 73 003 415 889

Annual Report - 30 June 2024

Directors	Damian Banks (Chairman) (appointed as Director on 24 April 2024 and appointed as Chairman on 1 June 2024) Ian Campbell (retired as Chairman on 31 May 2024) Storm McGrath Diane Pass Trover Fulsom (resigned on 31 May 2024)
Company secretary	Brett Edwards
Notice of annual general meeting	The details of the annual general meeting of Kip McGrath Education Centres Limited are: Second Floor 31 Market Street Sydney NSW 2000 Tuesday 26 November 2024 at 11:00 a.m. (AEST)
Registered office	7 Bond Street Newcastle, NSW 2300 Head office telephone: 02 4929 6711
Share register	Computershare Investor Services Pty Limited 117 Victoria Street, West End, QLD 4101 Shareholders enquiries: 1300 787 272
Auditor	PKF Newcastle 755 Hunter Street Newcastle West, NSW 2302
Bankers	HSBC Bank Australia Ltd Tower 1, International Towers Sydney Level 36 100 Barangaroo Avenue Sydney NSW 2000
Stock exchange listing	Kip McGrath Education Centres Limited shares are listed on the Australian Securities Exchange (ASX code: KME)
Website	www.kipmcgrath.com
Corporate Governance Statement	The directors and management are committed to conducting the business of Kip McGrath Education Centres Limited in an ethical manner and in accordance with the highest standards of corporate governance. Kip McGrath Education Centres Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The consolidated entity's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and the ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual can be found on the Group's website at https://www.kipmcgrath.com/global/shareholder-information

Dear Shareholders,

I am pleased to present to you an overview of our company's performance and the strategic initiatives that have driven our growth over the past year.

We have remained steadfast in our commitment to enhancing the quality of tutoring services across our global network, a commitment that has borne fruit with 21% revenue growth across FY24.

The company's Network Billings (which includes all the revenue received by Franchisees) was $116.3m up 7% on the prior year. During the first half of FY24 the company struggled to maintain margins during the rapid growth, resulting in a small loss, however the second half has seen a turnaround, with full year NPAT at $1.3m. Our Return on Capital was low across the year, and we are not yet achieving consistent returns from our historic investments, however, the green shoots from 2HFY24 show us that higher consistent returns are available when costs are well managed.

Demand for our services remains strong, driven by the recognized benefits of small-group tutoring primarily supported by parent (and notably grandparent/relative) payees. We delivered 2.1m student lessons this year, notwithstanding Government programs in some regions being reduced year over year. In the UK, franchisees continue to provide tutoring under remaining government funding from previously established programs, while in the USA, Tutorfly continues to expand its reach as preferred supplier status for government funded school-based programs in a number of states.

Our growth strategy remains unchanged and focuses on increasing students per centre, expanding the number of centres in existing markets, increasing our global market footprint, and enhancing customer lifetime value. We're excited to open our first company-owned centre in Dallas, Texas during August 2024.

Delivering shareholder value remains central to our purpose, and we deeply appreciate your continued support. We are dedicated to fostering growth across all channels and service offerings, strengthening our market position, while we continue to optimise operational efficiencies for margin expansion to enable an appropriate return on your invested capital.

The business remains a complex one in terms of geography, regulation and operating performance – but we have added in KPIs (included in this report) to assist shareholders in better understanding the business drivers, and to hold us accountable for performance.

The Board has not declared a final dividend for this year, balancing the operating performance and capital needs whilst continuing to focus on growth in the business.

We look forward to updating you on our progress throughout FY25 and thank you for your continued support.

Sincerely,

Damian Banks
Chairman

20 August 2024

Sydney

Dear Shareholders,

Throughout the year we remained committed to delivering increased quality tutoring lessons throughout the global network. This commitment has resulted in 21% revenue growth for FY24. Our revenue has now doubled in the past five years with centres owned by head office at 30% of revenue and school direct business in the USA at 10%. Both these new initiatives, still in their infancy, have not yet contributed the margins we expect. However, with our reconfigured systems developed to accommodate these business lines and create efficiencies, we are confident margins will now increase. A testament to this is the strong second half with PBT at $1.8m, up from $1.4m last year.

Segmenting the business revenue, the US component grew 200%, the Corporate segment 27% and the UK franchise business 18%. APAC franchising was tougher at 2.7%. Our business in the Middle East was significantly reduced by a significant prior year government contract not being repeated which reduced the revenue in the area by $1.0m. Importantly our Network Billings (which includes all the revenue received by Franchisees) was $116.3m up 7% versus FY23. Network Billings remains an important metric for our business, and accurately reflects our contribution to the education economy.

After the poor first half of FY24, the company underwent a restructure to make the APAC region consolidated under one management team as well as other cost savings by looking at margins across the globe. This is now complete, with a reduction of circa $1m p.a. in employment costs.

The demand for our services remains strong, driven by the growing recognition of the benefits of high-quality, small-group tutoring among parents and education professionals. Despite cost-of-living pressures and other economic challenges, parents continue to prioritise tutoring, underscoring the value they see in our offerings, especially around our blended learning options, combining in-person and online tutoring. Governments in Abu Dhabi, Australia and New Zealand have largely pivoted away from using tutoring services, but we have been able to maintain the total number of student lessons for the year at 2.1m.

- In the UK many of our franchisees are still working with their local schools to provide tuition under the funding available from the UK government. This Government funding is reducing over time, but the lessons are still being funded by the schools.
- The Biden administration and state governments in the USA have been actively supporting students' recovery from the pandemic, allowing Tutorfly to expand relationships with preferred supplier status in seven states and twenty-five School Districts.

Core Business Drivers

The following section sets out some of the core business drivers for Kip McGrath Education Centres Ltd. As the business performance is heavily skewed into the 2nd half of the financial year, the drivers have been presented on a half yearly basis.

Core Business Driver – Centre Lesson Numbers

The core drivers of our business strategy focus on increasing revenues and margins from our tutoring lessons. Central to this is the quality of our lessons and our centres, measured by the growth in lesson numbers. While quality of teaching is very difficult to define in practice, we believe the strength of our business is demonstrated by our customers' commitment to continue lessons each week, hence our primary focus on lesson numbers. In FY25 we are enhancing our Quality Surveys to provide additional granular feedback on the quality of our services.

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Scheduled Lessons*	881,000	991,000	903,000	1,004,000	926,000	1,012,000
Annual Total		1,872,000		1,907,000		1,938,000
YOY Change				Up 1.9%		Up 1.6%

*Lessons scheduled at Kip McGrath Education Centres. Excludes lessons in the US and Abu Dhabi School markets

Core Business Driver – Centre Numbers

Despite the significant increase in the use of online and blended lessons, physical centres remain key to the operations of Kip McGrath globally. Our focus is on ensuring all centres use our latest technology and provide a high quality teaching experience for every student. This is reflected in the global move towards Gold Partners and Corporate owned Centres.

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Operating Centres	526	531	522	505	495	489

Core Business Driver – Average Weekly Lesson numbers per Centre

To generate a viable business, the average weekly attendance levels of students is critical. With franchise operations, they typically break even at 50 students. The break even point for Corporate Centres was initially planned at 120 students per week. However improvements in technology and the efficiencies from hub operations has meant the breakeven point has fallen to 85. At a global level we are seeing positive increases with our latest training and software updates which allow wider adoption of our 48 week and 52 week packages for tutoring (up from traditional 40 week packages).

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Average Weekly Lesson numbers per Centre*	64.4	71.8	66.5	76.5	72.0	79.6

*Based on a 52-week year, although many older centres still operate on a 40-week year

Core Business Driver – Average Lesson Charge (AUD)

To ensure satisfactory margins for franchisees and the franchisor, it is critical for lesson pricing to balance competitive pressures, value for money for our customers and the ability to cover the costs of strong teachers and world class tutoring systems. The pricing being lower than the Australian average is a reflection of some weaker currencies in international locations.

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Average Lesson Charge (AUD)	50.73	48.36	49.53	53.21	54.53	56.98

Core Business Driver – Franchise Fees Percentage

As more than 90% of our centres around the world are franchisees, maintaining adequate returns from franchising is critical for providing support to the franchisee network and to contribute to product development (for both software and curriculum). With the move towards greater Gold Partner (20% franchise fee) contracts the franchise fee percentage continues to improve overall. Gold partners receive the highest levels of support from the company in return for our highest benchmark franchise fee.

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Franchise Fees Percentage	14.3%	15.6%	16.4%	16.2%	16.2%	17.0%

Core Business Driver – Contribution Margin per Centre (AUD)

A critical driver of business profitability is the contribution margin each centre is making towards the global costs of running the operations, particularly the global cloud infrastructure to ensure the delivery of high quality lessons to all students. Margins overall continue to improve globally as we focus on operational efficiencies in all our key markets.

	FY22 HY1	FY22 HY2	FY23 HY1	FY23 HY2	FY24 HY1	FY24 HY2
Contribution Margin per Centre (AUD) ($ per half)	$ 9,228	$ 9,477	$ 9,132	$ 11,611	$ 10,827	$ 12,832

Driving growth via our four strategic levers.

Lever 1: Increase Students per Centre

Our commitment to high-quality, small group tutoring and blended learning options has resonated strongly with parents and students, driving the success of our lesson growth. We are proud to report that over 2.1 million lessons were delivered this year, highlighting the strong demand for our services.

Our Learning Management System (LMS), "KipLearn" continued to be rolled out worldwide, with 70% of centres now using the system. KipLearn offers an engaging and interactive learning experience, combining in-person and online tutoring.

Lever 2: Increase Number of Centres in Existing Markets

We have seen overall revenue growth due to high student averages even though centre numbers are slightly down year over year (the residual effect of covid impacts). We sold 34 centres worldwide during the year including 30 resales. Centre numbers have now stabilized, and we expect centre numbers to grow in FY25. Our centre growth potential remains high, especially in underpenetrated cities in Australia and the UK. Kip franchises are increasingly seen as an attractive option for teachers transitioning from the school system.

Our target for corporate growth is modestly set at 5-6 centres for FY25 which will be manageable for the team. To support this expansion, our management team is streamlining operations and building development pathways, ensuring a strong pipeline of capable centre managers to fuel continued growth.

Lever 3: Increase Global Market Footprint

We are pleased to announce our centre in Dallas Texas has now opened. This will be our first company owned centre in the USA and we are excited by the opportunity. The US market is particularly strong in growing large multi-unit franchises and we will be working closely in developing this strategy.

Lever 4: Increase Lifetime Value of Customer

With the addition of more curriculum and better reporting to parents we are seeing the centres which enhance their offering to parents increase revenue. These initiatives have improved the lifetime value of our customers in our Corporate centres by 16% this year over last. The corporate centres have 60% take-up rate of our 52 week lesson product and the franchisees are following our lead now they see its educational benefits.

Tutorfly

We have made significant progress in expanding Tutorfly's reach and services. Leveraging KMEC technology, we now offer a comprehensive school program, including drop-in, high dosage and in-person/virtual tutoring. This expansion has allowed us to respond more effectively to Government and State-based requests for proposals. Tutorfly is now operating in seven states: Texas, Alabama, Arizona, New Mexico, Ohio, Kansas, and Mississippi, with working partnerships established in 15 School districts. Building on the strong foundations laid in FY24, we are actively expanding our sales pipeline and scalability. The ongoing government support for students in the US provides a favourable environment for Tutorfly's growth.

In summary

Our business grew significantly this year and had some cost overruns – particularly in the first half. We have restructured to align costs with revenues, as evident in the 2HFY24 results. As we look ahead, we remain mindful of the return on capital invested required by our shareholders and are dedicated to growing areas of our business with the strongest opportunity.

The outlook for Kip McGrath Education Centres is bright, and we are poised for continued success in FY25 and beyond. We extend our heartfelt appreciation to our teachers, children, parents, and franchisees for their unwavering commitment to improving learning worldwide.

Storm McGrath

Managing Director & Chief Executive Officer

20 August 2024

Sydney

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Kip McGrath Education Centres Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024.

Directors
The following persons were directors of Kip McGrath Education Centres Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Damian Banks (Chairman) (appointed as Director on 24 April 2024 and appointed as Chairman on 1 June 2024)
Storm McGrath
Ian Campbell (retired as Chairman on 31 May 2024)
Diane Pass
Trevor Folsom (resigned on 31 May 2024)

Principal activities
The principal activities of the consolidated entity during the course of the financial year continued to be the sale of franchises and providing services to franchisees in the education field. The company is also increasing the number of tutoring centres that are corporately owned. The consolidated entity operates in Australia and overseas, principally in the United Kingdom and New Zealand.

Dividends
Dividends paid during the financial year were as follows:

	Consolidated	
	2024 $'000	2023 $'000
Final dividend for the year ended 30 June 2023 of 1.5 cents (2022: 1.0 cents) per ordinary share	849	565
Interim dividend for the year ended 30 June 2024 of nil cents (2023 1.0 cents) per ordinary share	-	566
	849	1,131

The Board is focused on a cash position that is able to fund current commitments as well as attractive opportunities as they emerge. For these reasons, the Board resolved not to pay any dividends for the current financial year.

Review of operations
The profit for the consolidated entity after providing for income tax amounted to $1,317,000 (30 June 2023: $1,924,000).

Franchise operations
Franchise operations saw overall revenue growth up 6.9% to $19.0m, including revenue from franchisee fees, advertising contributions, direct fees and sales of master territories.

Franchise fees continue to make up the majority of the company's revenue, with a strong 11.8% year-on-year increase.

Franchise fees of $16.3m (or 50% of total revenue) were recorded in FY24 compared to $14.6m in FY23 (or 54% of total revenue). The increase in franchise fees was offset by a drop in direct sales to $0.7m in FY24 from $1.1m in FY23 as the transition from Silver Partner to Gold Partner contracts continues (where the payment gateway is included as part of the Gold package).

UK franchise fees increased 24.8% to $10.2m (FY23: $8.2m) and now represent 63% of total franchise revenues. In APAC, franchise fees delivered growth of 8.8% to $5.4m (FY23: $4.9m) representing 33% of global franchise fee revenue (FY23: 34%). The balance is made up of MENA and South Africa with $0.7m of revenue, a 53% decrease compared to the prior year. While South African operations remained in line with last year, the loss of a government contract for our Abu Dhabi franchisee led to a $0.8m or 77% decline in Middle East franchise fees.

We are active in 451 franchise locations worldwide with five new Centres opened in APAC and seven in the UK offset by the closure of several poor performing Centres, particularly in the UK and South Africa as we continue to tighten the control on margins. There were also six Centres acquired as Corporate Centres from existing franchisees during the year. The increase in franchise fees reflects a steady improvement in the average earnings per franchise Centre, rising from $33.3k per franchise Centre in FY23 to $42.1k in FY24.

The franchise network has 340 Gold partners globally, an increase from 317 in FY23 with Silver partners contracting from 159 last year to 111 in FY24 following the closure of a number of unviable Centres across all markets.

Corporate Centres
FY24 saw an overall increase in revenue of 27.4% with new centres opened as well as acquired from the franchise network in APAC and the UK amidst new technology implementation and completing the integration of the corporate Centres purchased in the prior year.

Corporate Centre revenues contributed $9.8m or 30% to the consolidated group (FY23: $7.7m or 29%). APAC saw a 16.3% rise in revenues to $8.3m (FY23: $7.1m), with seven new centres opened in FY24 (three of which were acquired from franchisees). The acquisition of four Centres in the UK saw revenues increase by 165.7% to $1.5m (FY23: $0.6m). The contribution mix changed slightly year-on-year with the UK now contributing 15% of total corporate Centre revenues.

We are currently operating 39 corporate Centres across APAC, the UK and US, with our maiden centre in the US having just opened in mid August.

Tutorfly
The investment journey started in FY23 allowed us to roll out our LMS, KipLearn and to expand our offering to a diversified blend of activities such as drop-in tutoring, high-dosage, independent learning, custom curriculum, in-person/virtual tutoring, and faculty professional development.

This translated into a 200.4% increase in revenues from $1.2m in FY23 to $3.4m in FY24, a contribution of 10% to global revenue (FY24: 4%). While profitability has not followed suit, a recent restructure program together with a focus on high margin generating contracts is expected to deliver an improved result in FY25.

The following table summarises key reconciling items between statutory profit after tax attributable to the shareholders of Kip McGrath Education Centres and EBITDA.

	Consolidated 2024 $'000	Consolidated 2023 $'000
Revenue	32,342	26,713
EBITDA	6,525	6,705
Less: Depreciation and amortisation	(4,672)	(4,137)
Less: Interest expense	(262)	(223)
Add: Interest income	89	84
Profit before Income tax expense	1,680	2,429
Income tax expense	(363)	(505)
Profit after income tax expense	1,317	1,924

The directors consider EBITDA to reflect the core earnings of the consolidated entity. EBITDA is a financial measure not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for depreciation, amortisation and interest expense. This financial measure has not been subject to specific audit or review procedures by the company’s auditor, but has been extracted from the accompanying financial statements.

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

Matters subsequent to the end of the financial year
No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations
The company continues to operate a number of corporately owned education centres in the Australian market as part of a strategy to drive growth and greater franchisee engagement. More details are set out in the CEO’s Report. It is expected that future growth will continue to be in line with recent experience.

Business risks
The following is a summary of material business risks that could adversely affect the consolidated entity's ('KMEC') financial performance and growth potential in future years.

Information technology systems
KMEC’s business is dependent upon the development and maintenance of infrastructure to support the Information Technology (IT) systems, which along with the internet, has experienced and is expected to continue to experience significant growth and development. There can be no assurance that the IT systems or the internet's infrastructure will continue to be able to support the demands placed upon it by the community or that the performance or reliability of the IT systems or internet will not diminish. In particular, the reliability and performance of IT systems and the internet may be affected by computer viruses and/or other deliberate acts of terrorism and sabotage. The introduction of new technologies for delivering services, changes in perceptions of the industry, cultural shifts and changes in the demographic, all have the capability to adversely impact the operating conditions of KMEC.

Competition
KMEC operates in a competitive market with competitors who may have greater resources, superior products and/or a lower cost of capital and the ability to borrow money at lower rates than those at which KMEC can borrow money. There is no assurance that competitors will not succeed in developing and offering services that are more effective, economically or otherwise, or more attractive to the market than those being developed by KMEC, or which would render KMEC’s services obsolete and/or otherwise uncompetitive. In addition, KMEC may not be able to compete successfully against current or future competitors where aggressive pricing policies are employed to capture market share, which could materially and adversely affect KMEC’s future business, operating results and financial position.

Acts of terrorism, pandemics or outbreak of international hostilities
An act of terrorism, significant pandemic or an outbreak of international hostilities could adversely affect consumer confidence, customer spending and investment performance, which in turn could have an adverse impact on KMEC's operating, financial and share value performance.

Reliance on key personnel
KMEC's performance is significantly dependent on the talents and efforts of skilled individuals able to manage the business. KMEC's continued ability to operate effectively depends on its ability to retain and motivate existing employees as well as to attract new employees. KMEC's financial performance may be adversely affected if it is unable to recruit, retain and motivate quality employees.

Funding risks
Depending on KMEC's ability to generate revenue from operations, KMEC may require further financing to support its activities. Any additional equity financing could dilute share holdings, and debt financing, if available, may involve restrictions on financing and operating activities. The unavailability of such funding, or the unavailability of such funding on commercially favourable terms, may limit the extent and size of activity undertaken by KMEC, and adversely affect the financial performance of KMEC as a consequence. In addition, debt funding will expose KMEC to the risk of movements in interest rates.

Dependence on third party service providers
KMEC depends on a number of key arrangements (both contractual and non-contractual) with its business partners, that, should they be lost or significantly compromised, could potentially adversely affect KMEC's financial and operational viability. In particular, KMEC is currently reliant on an ongoing key supplier relationship with Amazon, Microsoft and Google and is likely to be reliant on these for some time. As a consequence of this reliance, there will be little scope to mitigate the adverse effects on KMEC from either a poor performance of either one of these or a change in the relationship.

Foreign exchange risk
KMEC's business currently sells services and purchases product in several currencies including $USD (United States of America), £GBP (United Kingdom), $NZD (New Zealand) and ZAR (South Africa). Accordingly, KMEC is exposed to foreign currency exchange risk. KMEC does not have an active hedging policy in place, instead relying on natural hedges, and accordingly movements in exchange rates may impact KMEC's profitability.

Litigation and dispute risk
There are currently no outstanding claims against KMEC. However KMEC is potentially exposed to the general risk of disputes and litigation, which may arise from time to time in the course of KMEC's business activities. There is a risk that material or costly disputes or litigation could adversely affect financial performance. KMEC takes out insurance to cover certain risks where it appears appropriate to do so. To the extent that any such claims are not covered by insurance, the costs of responding to the claim and any adverse outcome from any claim may materially adversely affect KMEC financial position.

Changes in legislation and government regulation
Regulatory changes, including changes to the laws impacting KMEC's operations, the taxation system or associated government policy, may affect future earnings and the relative attractiveness of investing in KMEC.

Potential acquisitions
As part of its business strategy, KMEC may make acquisitions of, or significant investments in, complementary companies, services, products or technologies, although no such acquisitions or investments are assured. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies. No assurance can be made that any such investments would be profitable.

Intellectual property rights and brand names
KMEC regards brand names, trademarks, domain names, trade secrets and similar intellectual property as important to its success. Should KMEC or any of its brand names be damaged in any way or lose market appeal, KMEC's business could be adversely impacted. KMEC relies on copyright law, trade secret protection and duties of confidence and licence agreements with its employees, customers, contractors and others to protect its intellectual property rights. Whilst KMEC will use all reasonable endeavours to protect these rights, unauthorised use or disclosure of its proprietary technology and intellectual property may have an adverse effect on the operating, marketing and financial performance of KMEC. KMEC could also be exposed if it breached any third party intellectual property rights.

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

Information on directors

Name:	Damian Banks
Title:	Non-Executive Director and Chairman
Qualifications:	Bachelor of Economics, MAICD
Experience and expertise:	Damian is an experienced business leader with a proven track record in developing and expanding successful healthcare, employment and banking businesses. He focuses on financial management, technology and people and has a strong history of developing customer focused cultures. Damian has significant experience leading businesses with strong organic growth and with M&A transactions.
Other current directorships:	Non-executive Director at Boom Logistics Limited (ASX:BOL) and at IMEXHS Limited (ASX:IME)
Former directorships (last 3 years):	Non-Executive Chairman of Vection Technologies Ltd (ASX: VR1), non-executive director at RPM Automotive Group Limited (ASX: RPM) and non-executive director of ICS Global Limited (ASX: ICS)
Special responsibilities:	None
Interests in shares:	300,498 ordinary shares

Name:	Storm McGrath
Title:	Executive Director, Chief Executive Officer and Investor Relations
Qualifications:	Master of Business Administration
Experience and expertise:	Storm is currently the CEO of Kip McGrath Education Centres Ltd. Storm first joined the board in 1997 to advise on technology and strategy. At the time he had been running two successful businesses of his own. He joined the executive team in 2000 and was employed to run the IT department and general operations and later went on to be responsible for global franchise sales. In 2005 he was appointed joint managing director and in 2007 he was appointed managing director. He is responsible for day to day operations and strategic direction of the company.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	5,867,089 ordinary shares
Interests in options:	800,000 options over ordinary shares

Name:	Ian Campbell
Title:	Non-Executive Director
Qualifications:	FCA, MAICD
Experience and expertise:	Ian joined the Board on 25 August 2009 after a 32 year career with the international accounting firm Ernst & Young principally working with entrepreneurial companies and the capital markets. Ian is a Fellow of Chartered Accountants Australia and New Zealand and a member of the Australian Institute of Company Directors. He is currently a non-executive director of CVC Limited and Redox Ltd. His previous non-executive director roles included Gloria Jean's Coffees International Pty Limited, Green's Foods Holdings Pty Ltd and Young Achievement Australia Limited and he was a partner with the Board search practice of the Allegis Group (formerly Talent2).
Other current directorships:	CVC Limited and non-executive Chairman of Redox Ltd
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Audit Committee and member of the Remuneration Committee
Interests in shares:	600,000 ordinary shares

Name:	Diane Pass
Title:	Non-Executive Director
Qualifications:	MAICD
Experience and expertise:	Diane is the Founder and Director of the human resources consultancy firm 360HR. She has more than 27 years local, national and international experience in the recruitment and consulting industry. She is accomplished in creating and delivering engaging professional development programs, public speaking and leading complex management consulting assignments. She currently sits on the Boards of Not-for-Profit organisations, Wheelchair Sports NSW and Jobsupport ('Employment for People with Intellectual Disability). From 2001 to 2018 she was Chair of the Advisory Council of Sydney Institute of TAFE NSW. Diane is also a member of the Australian Institute of Company Directors.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Remuneration Committee and member of the Audit Committee
Interests in shares:	206,179 ordinary shares

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

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

Company secretary

Brett Edwards is a Fellow of Chartered Accountants Australia and New Zealand and a member of the Australian Institute of Company Directors. He has 33 years of experience in accounting and reporting in a number of major Australian and international businesses, including 10 years with international accounting firm Ernst & Young. He was previously a director of GMAC Australia LLC, a US company operating in the finance segment in Australia.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and each Board committee held during the year ended 30 June 2024, and the number of meetings attended by each director were:

	Full Board		Remuneration Committee		Audit Committee	
	Attended	Held	Attended	Held	Attended	Held
Damian Banks	2	2	1	1	1	1
Storm McGrath	9	9	1	1	4	4
Ian Campbell	9	9	1	1	4	4
Diane Pass	9	9	1	1	4	4
Trevor Folsom	8	8	-	1	3	4

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

Remuneration report (audited)

The remuneration report, which has been audited, outlines the director and other key management personnel ('KMP') arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are defined as those who have the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to KMP

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of KMP compensation; and
- transparency.

The Remuneration Committee ('RC') is responsible for determining and reviewing remuneration arrangements for its KMP. The performance of the consolidated entity depends on the quality of its KMP. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Remuneration Committee makes recommendations to the Board in relation to remuneration of non-executive directors, and establishes, reviews and approves remuneration terms and the performance of the chief executive officer. The committee also assists the chief executive officer in the remuneration review of senior executives and sets the remuneration package of the chief executive officer for approval by the Board.

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

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the RC. The RC may take the advice of independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The fees for the chair of the Board are determined independently to the fees of other non-executive directors based on comparative roles in the external market. Non-executive directors do not receive share options or other incentives.

ASX listing rules requires that the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 22 November 2022, where the shareholders approved a maximum aggregate remuneration of $600,000.

Executive remuneration

The consolidated entity aims to reward KMP based on their position and responsibility, with a level and mix of remuneration, which has both fixed and variable components.

The KMP remuneration and reward framework has four components:

- base pay and non-monetary benefits;
- short-term performance incentives;
- long-term incentives; and
- other remuneration, such as superannuation and long service leave.

The combination of these comprises the KMP's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the RC, based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remuneration.

KMPs can receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and adds additional value to the KMP.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI') being achieved. KPI’s for the chief executive officer are set by the RC and currently focus on the consolidated entity's financial performance measured by reference to annual after-tax profit. The KPI's of other executives are set by the chief executive officer and are reviewed in consultation with the Board.

Long-term incentives ('LTI') include share-based payments in the form of share options. The objective of the employee share option plan is to assist in the recruitment, reward, retention and motivation of key employees and directors by facilitating the offering of options over ordinary shares, subject to performance and loyalty hurdles. The plan aims to give selected employees and directors the opportunity to share in the future growth and profitability of the company by better aligning their interests with those of shareholders and provides greater incentive for them to work towards achieving the longer term goals of the company.

Under the plan, the Board has discretion to decide which full or part-time employees or directors of the company (or related body corporate) will be invited to acquire options, the number of options to be offered, any vesting conditions such as performance targets or minimum vesting periods, the applicable exercise price (which must be at least equal to the market value of shares at the time of the offer), and any other terms of issue.

Consolidated entity performance and link to remuneration
KMP remuneration is linked to the performance of the consolidated entity. Bonus and incentive payments are at the discretion of the Board. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

Use of remuneration consultants
The consolidated entity did not engage the use of a remuneration consultant during the financial year ended 30 June 2024.

Voting and comments made at the company's 2023 Annual General Meeting ('AGM')
At the 2023 AGM, 98% of the shareholders voted to adopt the remuneration report for the year ended 30 June 2023. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of the directors and other KMP of Kip McGrath Education Centres Limited are set out in this section.

The Board has reviewed those members of staff identified as KMP and has updated disclosures accordingly. The KMP of the consolidated entity now consists of the directors of Kip McGrath Education Centres Limited and the following persons:
● Brett Edwards - Company Secretary and Chief Financial Officer

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2024	Cash salary and fees $	Bonus $	Non-monetary $	Super-annuation $	Leave benefits $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Damian Banks (Chairman)	18,029	-	-	-	-	-	-	18,029
Ian Campbell	133,113	-	-	14,542	-	-	-	147,655
Diane Pass	90,498	-	-	9,955	-	-	-	100,453
Trevor Folsom	76,749	-	-	8,442	-	-	-	85,191
Executive Directors:								
Storm McGrath	461,447	-	-	50,759	(8,364)	-	14,854	518,696
Other KMP:								
Brett Edwards *	284,391	-	-	42,755	108,503	-	7,427	443,076
	1,064,227	-	-	126,453	100,139	-	22,281	1,313,100

* Leave benefits includes $101,000 in cashed out annual leave offset against staff loans.

2023	Short-term benefits: Cash salary and fees $	Short-term benefits: Bonus $	Short-term benefits: Non-monetary $	Post-employment benefits: Super-annuation $	Long-term benefits: Leave benefits $	Share-based payments: Equity-settled shares $	Share-based payments: Equity-settled options $	Total $
Non-Executive Directors:								
Ian Campbell (Chairman)	143,731	-	-	15,092	-	-	-	158,823
Trevor Folsom	81,199	-	-	8,526	-	-	-	89,725
Diane Pass	96,552	-	-	10,138	-	-	-	106,690
Executive Directors:								
Storm McGrath	435,693	-	-	45,747	23,480	-	9,960	514,880
Other KMP:								
Brett Edwards	284,854	-	-	29,910	12,621	-	4,980	332,365
Jackie Burrows	275,245	-	-	29,929	-	-	4,980	310,154
	1,317,274	-	-	139,342	36,101	-	19,920	1,512,637

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

Name	Fixed remuneration 2024	Fixed remuneration 2023	At-risk - STI 2024	At-risk - STI 2023	At-risk - LTI 2024	At-risk - LTI 2023
Non-Executive Directors:						
Damian Banks	-	-	-	-	-	-
Ian Campbell	100%	100%	-	-	-	-
Diane Pass	100%	100%	-	-	-	-
Trevor Folsom	100%	100%	-	-	-	-
Executive Directors:						
Storm McGrath	97%	98%	-	-	3%	2%
Other KMP:						
Brett Edwards	98%	99%	-	-	2%	1%
Jackie Burrows	-	98%	-	-	-	2%

Cash bonuses are dependent on meeting defined performance measures. The amount of the bonus is determined having regard to the satisfaction of performance measures and weightings as described above in the section 'Consolidated entity performance and link to remuneration'. The maximum bonus values are established at the start of each financial year and amounts payable are determined in the final month of the financial year by the Remuneration Committee.

The proportion of the cash bonus paid and forfeited is as follows:

Name	Cash bonus paid/payable 2024	Cash bonus paid/payable 2023	Cash bonus forfeited 2024	Cash bonus forfeited 2023
Executive Directors:				
Storm McGrath	-	-	100%	100%
Other KMP:				
Brett Edwards	-	-	100%	100%
Jackie Burrows	-	-	-	100%

Service agreements

CEO and Managing Director's Remuneration
Mr McGrath has a standard employment contract that has no fixed term. Both the company and Mr McGrath are entitled to terminate the employment contract on six months' notice, except in the case of serious misconduct or neglect of duty. Details of the remuneration are set out in the Amount of Remuneration section.

Mr McGrath's remuneration package as at 30 June 2024 comprised the following components:
- Fixed renumeration of $507,150 per annum, inclusive of allowances and superannuation contributions in line with the Superannuation Guarantee legislation.
- Short term performance incentives equivalent of up to 25% of fixed remuneration upon achievement of performance conditions set by the Board of Directors on an annual basis.
- Long term performance incentives equivalent of up to 25% of fixed remuneration upon achievement of performance conditions set by the Board of Directors on an annual basis.

Other Executive KMP (standard contract)
Mr Brett Edwards (CFO and Company Secretary) has a standard contract with no fixed term. Either the company or Mr Edwards may terminate the employment agreements by providing three months' notice or providing payment in lieu of the notice period (based upon the fixed component of the remuneration). Mr Edwards has specific short term performance incentives of up to 25% of fixed remuneration and long term performance incentives of up to 15% of fixed remuneration.

Share-based compensation

Issue of shares
There were no shares issued to directors and other KMP as part of compensation during the year ended 30 June 2024.

Issue of options
The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other KMP in this financial year or future reporting years are as follows:

Grant date	No. granted	Vesting date	Exercise price	Fair value per option at grant date
13 December 2022	1,200,000	30 June 2025	$1.150	$0.000

Additional information

The earnings of the consolidated entity for the five years to 30 June 2024 are summarised below:

	2024 $'000	2023 $'000	2022 $'000	2021 $'000	2020 $'000
Sales revenue	32,342	26,713	24,636	19,265	17,123
EBITDA	6,525	6,705	6,200	5,106	5,208
Profit after income tax	1,317	1,924	1,878	1,733	1,573

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2024	2023	2022	2021	2020
Share price at financial year end ($)	0.310	0.480	1.000	1.200	1.025
Total dividends declared (cents per share)	0.010	0.015	0.010	0.010	0.020
Basic earnings per share (cents per share)	2.319	3.401	3.472	3.329	3.455
Diluted earnings per share (cents per share)	2.232	3.250	3.472	3.188	3.276

Additional disclosures relating to KMP

Shareholding
The number of shares in the company held during the financial year by each director and other members of KMP of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions **	Sales/other *	Balance at the end of the year
Ordinary shares					
Damian Banks	-	-	300,498	-	300,498
Storm McGrath	4,789,903	-	1,077,186	-	5,867,089
Ian Campbell	600,000	-	-	-	600,000
Diane Pass	206,179	-	-	-	206,179
Trevor Folsom	600,000	-	-	(600,000)	-
Brett Edwards	432,000	-	-	(332,000)	100,000
Jackie Burrows	400,000	-	-	(400,000)	-
	7,028,082	-	1,377,684	(1,332,000)	7,073,766

* sales/other represents shares held at the date an employee is no longer identified as KMP and may not be a physical disposal/sale of shares.
** includes shares acquired through the dividend reinvestment plan and 1,000,000 shares as a result of change of control of the company Kip McGrath Investments Pty Ltd.

Option holding
The number of options over ordinary shares in the company held during the financial year by each director and other members of KMP of the consolidated entity, including their personally related parties, is set out below. Options have not vested in the holder unless indicated otherwise.

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares					
Storm McGrath	800,000	-	-	-	800,000
Brett Edwards	400,000	-	-	-	400,000
Jackie Burrows	400,000	-	-	(400,000)	-
	1,600,000	-	-	(400,000)	1,200,000

Loans to KMP and their related parties
Loans to KMP are as follows:

	Applicable interest rate	Balance at the start of the year	Drawn down	Repayments	Interest	Balance at the end of the year
Storm McGrath	7.82%	578,605	-	(9,830)	46,610	615,385
Brett Edwards	7.82%	143,396	-	(151,590)	8,194	-
Jackie Burrows	7.82%	52,518	-	(52,518)	-	-
		774,519	-	(213,938)	54,804	615,385

* Jackie Burrows is no longer a KMP and the repayments represent the movement in the KMP loan balance.

The loans were granted for the conversion of options. The loans have a market interest rate with ten years repayment terms from the date of commencement (27 February 2024) with security over the underlying shares held by the relevant employees.

There are no other loans to KMP or their related parties.

Other transactions with KMP and their related parties
A family member of Storm McGrath's is employed by the company and received a wage of $17,454 during the year (2023: $25,661). There are no other transactions with KMP and their related parties.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Kip McGrath Education Centres Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
13 December 2022	28 October 2026	$1.150	2,215,000

Stock options of 400,000 were forfeited by employees who left the employ of the company during the year.

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

Shares issued on the exercise of options
There were no ordinary shares of Kip McGrath Education Centres Limited issued on the exercise of options during the year ended 30 June 2024 and up to the date of this report.

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

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

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

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

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

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

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

The directors are of the opinion that the services as disclosed in note 25 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of PKF Newcastle and Sydney

There are no officers of the company who are former partners of PKF Newcastle and Sydney.

Rounding of amounts

The company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

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 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Damian Banks
Chairman

20 August 2024
Sydney

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Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Kip McGrath Education Centres Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2024, there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

PKF

PKF

MMatthews

MARTIN MATTHEWS
PARTNER

20 AUGUST 2024
NEWCASTLE, NSW

Kip McGrath Education Centres Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2024

	Note	Consolidated 2024 $'000	Consolidated 2023 $'000
Revenue	5	32,342	26,713
Interest revenue calculated using the effective interest method		89	84
Expenses			
Royalties, commissions and other direct expenses		(224)	(240)
Employee expenses	6	(16,781)	(12,092)
Marketing expenses		(2,596)	(2,967)
Administration expenses		(4,222)	(2,912)
Franchise support costs		(1,852)	(1,696)
Depreciation and amortisation expense	6	(4,672)	(4,137)
Impairment of receivables	9	(121)	(95)
Net foreign exchange (loss)/gain		(21)	(6)
Finance costs	6	(262)	(223)
Profit before income tax expense		1,680	2,429
Income tax expense	7	(363)	(505)
Profit after income tax expense for the year attributable to the owners of Kip McGrath Education Centres Limited		1,317	1,924
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(14)	251
Other comprehensive income for the year, net of tax		(14)	251
Total comprehensive income for the year attributable to the owners of Kip McGrath Education Centres Limited		1,303	2,175
		Cents	**Cents**
Basic earnings per share	33	2.319	3.401
Diluted earnings per share	33	2.232	3.250

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

	Note	Consolidated 2024 $'000	2023 $'000
Assets			
Current assets			
Cash and cash equivalents	8	5,397	9,149
Trade and other receivables	9	1,175	1,005
Prepayments		561	594
Total current assets		7,133	10,748
Non-current assets			
Trade and other receivables	9	832	961
Plant and equipment		392	381
Right-of-use assets	10	2,149	1,596
Intangibles	11	23,346	22,644
Deferred tax	12	1,023	784
Total non-current assets		27,742	26,366
Total assets		34,875	37,114
Liabilities			
Current liabilities			
Trade and other payables	13	3,935	6,472
Contract liabilities	14	237	345
Borrowings	15	1,381	1,840
Lease liabilities	16	949	718
Income tax		181	559
Employee benefits	17	1,218	1,143
Total current liabilities		7,901	11,077
Non-current liabilities			
Lease liabilities	16	1,360	1,067
Deferred tax	18	1,915	1,888
Total non-current liabilities		3,275	2,955
Total liabilities		11,176	14,032
Net assets		23,699	23,082
Equity			
Issued capital	19	17,898	17,784
Reserves	20	931	896
Retained profits		4,870	4,402
Total equity		23,699	23,082

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

Kip McGrath Education Centres Limited
Statement of changes in equity
For the year ended 30 June 2024

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2022	17,702	613	3,609	21,924
Profit after income tax expense for the year	-	-	1,924	1,924
Other comprehensive income for the year, net of tax	-	251	-	251
Total comprehensive income for the year	-	251	1,924	2,175
Transactions with owners in their capacity as owners:				
Share-based payments (note 20)	-	32	-	32
Dividend reinvestment plan (note 19)	82	-	-	82
Dividends paid (note 21)	-	-	(1,131)	(1,131)
Balance at 30 June 2023	17,784	896	4,402	23,082

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2023	17,784	896	4,402	23,082
Profit after income tax expense for the year	-	-	1,317	1,317
Other comprehensive income for the year, net of tax	-	(14)	-	(14)
Total comprehensive income for the year	-	(14)	1,317	1,303
Transactions with owners in their capacity as owners:				
Share-based payments (note 34)	-	49	-	49
Dividend reinvestment plan (note 19)	114	-	-	114
Dividends paid (note 21)	-	-	(849)	(849)
Balance at 30 June 2024	17,898	931	4,870	23,699

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

	Note	Consolidated 2024 $'000	2023 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		34,222	29,024
Payments to suppliers and employees (inclusive of GST)		(30,191)	(22,057)
		4,031	6,967
Interest received		89	84
Interest and other finance costs paid		(262)	(223)
Income taxes paid		(994)	(456)
Net cash from operating activities	30	2,864	6,372
Cash flows from investing activities			
Payments for property, plant and equipment		(647)	(367)
Payments for intangibles	11	(3,790)	(3,200)
Net cash used in investing activities		(4,437)	(3,567)
Cash flows from financing activities			
Proceeds from borrowings		-	2,266
Repayment of leases		(985)	(772)
Dividends paid	21	(735)	(1,049)
Repayment of borrowings		(459)	(1,726)
Net cash used in financing activities		(2,179)	(1,281)
Net increase/(decrease) in cash and cash equivalents		(3,752)	1,524
Cash and cash equivalents at the beginning of the financial year		9,149	7,625
Cash and cash equivalents at the end of the financial year	8	5,397	9,149

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

Note 1. General information

The financial statements cover Kip McGrath Education Centres Limited as a consolidated entity consisting of Kip McGrath Education Centres Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Kip McGrath Education Centres Limited's functional and presentation currency.

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

7 Bond Street
Newcastle NSW 2300

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 20 August 2024. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the consolidated entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity during the financial year.

The following Accounting Standards and Interpretations have been adopted from 1 July 2023:
- AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates
- AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- AASB 2023-2 Amendments to Australian Accounting Standards – International Tax Reform – Pillar Two Model Rules

Working capital

At 30 June 2024, the Company has current liabilities of $7,901,000 which exceeds its current assets of $7,133,000 by $768,000 (30 June 2023: net current liabilities of $329,000) due to reclassification of loans to directors and employees of $832,000 as non-current (2023: loans to directors and employees of $961,000 reclassified as non-current). Refer to note 9 for more details. The Company has forecast to generate sufficient cash flow from operations to meet any current liability as and when it falls due and payable.

Basis of preparation

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

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

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Note 2. Material accounting policy information (continued)

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 28.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Kip McGrath Education Centres Limited ('company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. Kip McGrath Education Centres Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

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

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

Foreign currency translation
The financial statements are presented in Australian dollars, which is Kip McGrath Education Centres Limited's functional and presentation currency.

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

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 2. Material accounting policy information (continued)

Revenue recognition
The consolidated entity recognises revenue as follows:

Franchise fees
Revenue from franchise fees derived from franchise operations are recognised on a weekly or monthly basis, depending on the underlying contract with the franchisee. The contractual obligations primarily include providing access to software and franchisee systems on an ongoing basis through the life of the franchise contract as well as marketing, development and administrative support services. The consideration is variable in nature depending on the contract with the franchisee and the volume of lessons being provided.

Sales of master territories and franchisee centres
Revenue from contracts for the sale of master franchise territories are recognised over time as services are provided to establish the master territory during the first term of the contract. Revenue from contracts for the sale of new centres are recognised over time as services are provided to establish the centre during the first term of the contract. Services to train new franchisees are recognised at the time of satisfactory completion of formal induction and training programmes. The contractual obligations over time primarily relate to the development, support and training required to assist a franchisee in the establishment of a new centre in a territory and are typically discharged within the first period of the franchise contract (over no more than five or six years depending on the country of operation). Typically the payment is received upfront and the services are delivered over the contract term therefore giving rise to the recognition of a contract liability.

National advertising contributions ('NAC')
Revenue from national advertising contributions from franchisees is recognised on a weekly or monthly basis, depending on the underlying contract with the franchisee and whether the marketing services and activities relating to the contribution have been provided. The contractual obligations are to provide marketing activities through various channels in support of the franchise network.

Direct sales
Direct sales revenue includes fees for the provision of payment gateway and ancillary franchise software services as well as the sale of educational materials and promotional products. Revenue from payment gateway and ancillary franchise software services is recognised on a weekly basis as the services are provided to franchises. Revenue from the sale of educational materials and promotional products is recognised at the time the control of the product passes to the customer. This control will pass when the customer orders the curriculum or other products are shipped.

Student lesson fees
Revenue from student lessons derived from tutoring operations are recognised when the services are provided pursuant to a student's enrolment agreement, which is typically on a weekly basis during a set lesson time. These lessons are provided directly by the consolidated entity and not through any franchised contract.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

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

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

Note 2. Material accounting policy information (continued)

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

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

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

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

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

Kip McGrath Education Centres Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

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

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

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

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

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

Note 2. Material accounting policy information (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over their expected useful lives of between 3 and 20 years.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill
Goodwill from acquisition primarily consists of the goodwill arising from the acquisition of operating franchises to be converted to corporately managed centres. These costs are not subsequently amortised where they are deemed to have an indefinite useful life and are subject to annual impairment reviews based on assessment of centre profitability.

Intellectual property
Intellectual property primarily consists of the acquisition costs for the system of tuition developed by the founders, Kip and Dug McGrath. Costs in relation to intellectual property are capitalised as an asset. These costs are not subsequently amortised as they have an indefinite useful life.

Product and overseas development costs
Costs in relation to product and overseas development costs are capitalised as an asset. These costs are not subsequently amortised where they have an indefinite useful life. Definite life costs are written off over their finite useful life of up to ten years for curriculum items and up to five years for other items.

Franchise and development territories
Existing franchise and development territories that have been acquired by the consolidated entity are capitalised as an asset and are not amortised, but are subject to annual impairment reviews based on student numbers remaining at the acquisition level.

Other intangibles
Other intangibles are capitalised as an asset and amortised, being their finite useful life of five years.

Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Note 2. Material accounting policy information (continued)

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

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries and other employee benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

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

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

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

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

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

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

Note 2. Material accounting policy information (continued)

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

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

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

Earnings per share

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

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

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

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

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

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

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

Comparatives

Certain comparatives have been realigned where necessary, to enhance comparability with current year presentation. There was no impact on the net profit or loss result, net assets or equity.

Rounding of amounts

The company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 2. Material accounting policy information (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2024. The consolidated entity does not expect these amendments to have a material impact on the amounts recognised in prior periods or will affect the current or future periods. The main standards are listed below:
- AASB 18 Presentation and Disclosure in Financial Statements
- AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current and AASB 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities
- AASB 2022-5 Amendments to Australian Accounting Standards - Lease Liability in a Sale and Leaseback
- AASB 2023-1 Amendments to Australian Accounting Standards - Supplier Finance Arrangements
- AASB 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability
- AASB 2014-10 Sale or contribution of assets between investor and its associate or joint venture

Note 3. Critical accounting judgements, estimates and assumptions

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

Intangible assets with indefinite life
Goodwill, intellectual property, franchise territories and certain product and overseas development costs are classified as having an indefinite useful life and not amortised as management considers that there is no foreseeable limit to the cash flows these assets generate. Such assets are subject to annual impairment reviews in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units to which such assets relate have been determined based on value-in-use calculations which require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Estimates that management has made with respect to such calculations are disclosed in note 11.

Finite life intangible assets
The consolidated entity determines the estimated useful lives and related amortisation charges for its finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The amortisation charge will increase where the useful lives are less than previously estimated lives. The consolidated entity assesses impairment of such assets at each reporting date by evaluating conditions specific to the consolidated entity, the cash generating unit to which the asset belongs, and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves estimating the asset's fair value less costs of disposal or value-in-use calculations which incorporate a number of key estimates and assumptions. Estimates that management has made with respect to such calculations are disclosed in note 11.

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

Determination of variable consideration for services transferred over time
Judgement is exercised in estimating variable consideration which is determined having regard to past experience with respect to the goods returned to the consolidated entity where the customer maintains a right of return pursuant to the customer contract or where services have a variable component. Revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised under the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates, and forward-looking information that is available. The allowance for expected credit losses, as disclosed in note 9, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

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

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The deferred tax assets are expected to be recovered through management's forecast taxable profits over the next three years.

Lease term
The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate
Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Management assumptions for lease extensions
There are specific estimates and judgements that were used as part of the calculation of right-of-use assets and lease liabilities. These estimates include the lease terms, lease make good provisions and lease increases based on consumer price index. Management used the best available estimate of these inputs in the calculations. In particular, management has relied on the assumption that an option to extend the lease terms of 2 leased properties in Newcastle will be exercised, thereby increasing the future lease payments and corresponding right of use asset by up to 3 years.

Management assumptions for non-lease components
Management have elected to apply the available expedient to separately account for non-lease components. As such, the consolidated entity has separated any non-lease components from future lease payments and will continue to account for these components as an expense over time as the non-lease components are provided. As such, there are no future assets or obligations recognised in respect of non-lease components. For some leases, the identification of amounts related to non-lease components must be estimated due to contracts not including an explicit break-up. In these cases, management estimates the value of the non-lease component by reference to available market data. Where the estimate is significant, management includes a note to detail the judgements made to arrive at the estimate.

Note 4. Operating segments

Identification of reportable operating segments
The consolidated entity has only one operating segment based on the internal reports that are reviewed and used by the Chief Executive Officer and the Board of Directors (collectively referred to as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. The operating segment information is disclosed throughout these financial statements.

The information reported to the CODM is on at least a monthly basis.

Major customers
The consolidated entity does not have any major customers that contribute more than 10% of revenue (2023: none).

Geographical information
The geographical information of non-current assets below is exclusive of financial instruments and deferred tax assets.

Geographical information

	Sales to external customers		Geographical non-current assets	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Australasia	14,646	13,309	24,363	18,987
United States and North America	3,397	1,169	338	4,469
United Kingdom and Europe	13,437	10,374	2,018	1,165
Overseas other	736	1,794	-	-
	32,216	26,646	26,719	24,621

The geographical non-current assets above are exclusive of deferred tax assets.

Note 5. Revenue

	Consolidated	
	2024 $'000	2023 $'000
Revenue from contract with customers		
Franchise fees	16,264	14,553
Student lessons	13,222	8,847
Sale of master territories and franchisee centres	299	284
National advertising contributions ('NAC')	1,763	1,872
Direct sales	668	1,090
	32,216	26,646
Other revenue		
Other revenue	126	67
Revenue	32,342	26,713

Note 5. Revenue (continued)

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

	Consolidated	
	2024 $'000	2023 $'000
Timing of revenue recognition		
Services and goods transferred at a point in time	32,061	26,516
Services transferred over time	155	130
	32,216	26,646

The disaggregation of revenue by major product lines is disclosed at the top of revenue note and the geographical regions is presented in note 4 'Operating segments'.

Note 6. Expenses

	Consolidated	
	2024 $'000	2023 $'000
Profit before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	636	468
Land and buildings right-of-use assets	954	746
Total depreciation	1,590	1,214
Amortisation		
Product and overseas development costs	2,768	2,474
Franchise and development territories	93	93
Other intangibles	221	356
Total amortisation	3,082	2,923
Total depreciation and amortisation	4,672	4,137
Employee benefits		
Employee benefits expense excluding superannuation	15,537	11,106
Defined contribution superannuation expense	1,195	954
Share-based payment expense	49	32
Total employee benefits	16,781	12,092
Finance costs		
Interest and finance charges paid/payable on borrowings from financial institutions	157	140
Interest and finance charges paid/payable on lease liabilities	105	83
Finance costs expensed	262	223

Note 7. Income tax expense

	Consolidated 2024 $'000	Consolidated 2023 $'000
Income tax expense		
Current tax	475	491
Deferred tax - origination and reversal of temporary differences	(212)	(51)
Adjustment recognised for prior periods	100	65
Aggregate income tax expense	363	505
Deferred tax included in income tax expense comprises:		
Increase in deferred tax assets (note 12)	(239)	(98)
Increase in deferred tax liabilities (note 18)	27	47
Deferred tax - origination and reversal of temporary differences	(212)	(51)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense	1,680	2,429
Tax at the statutory tax rate of 25%	420	607
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-deductible expenses	(59)	(42)
Sundry items	(98)	(125)
	263	440
Adjustment recognised for prior periods	100	65
Income tax expense	363	505

	Consolidated 2024 $'000	Consolidated 2023 $'000
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	1,269	1,269
Potential tax benefit @ 25%	317	317

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

The corporate tax rate applicable to base rate entities was reduced to 25% for the 2021-22 income year onwards. The company qualifies as a base rate entity as it has a turnover of less than $50 million and less than 80% of its assessable income is derived from base rate entity passive income. The company has remeasured its deferred tax balances, and any unrecognised potential tax benefits arising from carried forward tax losses, based on this effective tax rate

Note 8. Cash and cash equivalents

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current assets		
Cash at bank	3,239	3,855
Restricted cash	2,158	5,294
	5,397	9,149

Restricted cash represents amounts held on behalf of franchisees and is not available for use by the consolidated entity. The corresponding liability is recognised in other payables and accruals (note 13).

Note 9. Trade and other receivables

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current assets		
Trade receivables	1,302	1,126
Less: Allowance for expected credit losses	(341)	(270)
	961	856
Other receivables	214	149
	1,175	1,005
Non-current assets		
Loan to director (note 27)	615	579
Loan to employees (note 27)	217	382
	832	961

* Loans to employees of $217,000 (2023: $382,000) include loans of $nil (2023: $196,000) to key management personnel (see note 27).

The loan to director has a market interest rate with ten year repayment terms from the date of commencement (27 February 2024) with security over the underlying shares held by the director. The loans to employees have a market interest rate with repayment terms of five and ten years from the date of commencement (16 December 2021 and 27 February 2024 respectively) with security over the underlying shares held by the relevant employees.

Allowance for expected credit losses
The consolidated entity has recognised a loss of $121,000 (2023: loss of $95,000) in profit or loss in respect of expected credit losses for the year ended 30 June 2024. The allowance is considered reasonable as all revenue has already been received.

Note 9. Trade and other receivables (continued)

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

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
Consolidated	**2024 %**	**2023 %**	**2024 $'000**	**2023 $'000**	**2024 $'000**	**2023 $'000**
Not overdue	-	-	346	108	-	-
0 to 3 months overdue	4%	8%	528	688	22	58
Over 3 months overdue	75%	67%	428	316	319	212
			1,302	1,112	341	270

The consolidated entity has increased its monitoring of debt recovery as there has been fluctuations with franchisees and customers delaying payment. As a result, the calculation of the expected credit losses have been varied to accommodate these changes.

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

	Consolidated	
	2024 $'000	**2023 $'000**
Opening balance	270	244
Additional provisions recognised	121	95
Receivables written off during the year as uncollectable	(50)	(69)
Closing balance	341	270

Note 10. Right-of-use assets

	Consolidated	
	2024 $'000	**2023 $'000**
Non-current assets		
Land and buildings - right-of-use	5,289	3,784
Less: Accumulated depreciation	(3,140)	(2,188)
	2,149	1,596

The consolidated entity leases buildings for its offices and retail outlets under agreements of between 3 and 5 years, with options to extend in some cases. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Note 10. Right-of-use assets (continued)

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

Consolidated	Land and buildings $'000
Balance at 1 July 2022	1,630
Additions	677
Revaluation increments	31
Exchange differences	4
Depreciation expense	(746)
Balance at 30 June 2023	1,596
Additions	1,509
Exchange differences	(2)
Depreciation expense	(954)
Balance at 30 June 2024	2,149

For other lease related disclosures refer to the following:
- note 6 for details of depreciation on right-of-use assets, interest on lease liabilities and other lease payments;
- note 16 for lease liabilities at 30 June 2024;
- note 22 for undiscounted future lease commitments; and
- consolidated statement of cash flow for repayment of lease liabilities.

Note 11. Intangibles

	Consolidated 2024 $'000	Consolidated 2023 $'000
Non-current assets		
Goodwill - at cost	4,241	4,241
Intellectual property - at cost	4,012	4,012
Product and overseas development costs	22,313	19,280
Less: Accumulated amortisation	(14,187)	(11,424)
	8,126	7,856
Franchise and development territories	7,198	6,452
Less: Accumulated amortisation	(265)	(172)
	6,933	6,280
Other intangible assets - at cost	3,231	3,231
Less: Accumulated amortisation	(3,197)	(2,976)
	34	255
	23,346	22,644

Note 11. Intangibles (continued)

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

Consolidated	Goodwill $'000	Intellectual property $'000	Product and overseas development costs $'000	Franchise and development territories $'000	Other intangibles $'000	Total $'000
Balance at 1 July 2022	4,241	4,012	7,397	6,035	611	22,296
Additions	-	-	2,932	268	-	3,200
Exchange differences	-	-	1	70	-	71
Amortisation expense	-	-	(2,474)	(93)	(356)	(2,923)
Balance at 30 June 2023	4,241	4,012	7,856	6,280	255	22,644
Additions	-	-	3,039	751	-	3,790
Exchange differences	-	-	(1)	(5)	-	(6)
Amortisation expense	-	-	(2,768)	(93)	(221)	(3,082)
Balance at 30 June 2024	4,241	4,012	8,126	6,933	34	23,346

The intellectual property and product and overseas development costs are the primary elements of the consolidated entity's system of tutoring which has been developed and acquired over a period exceeding 30 years by the founders and the consolidated entity. The franchise territories asset consists of the buy-back of the right to operate the business in the United Kingdom, New Zealand and South Africa, and also individual centres in Australia, United Kingdom and New Zealand. As there is no foreseeable limit to the cash flows these assets generate, they are considered to have an indefinite useful life and not amortised. Instead they are subject to annual impairment reviews. Other intangibles include the contractual rights for certain territories where the consolidated entity has terminated an area developers contract and the liability for these items is included in payables.

Impairment tests for indefinite life intangibles and goodwill
Indefinite life intangibles and goodwill are allocated to a single cash generating unit ('CGU').

The recoverable amount has been determined by a value-in-use calculation using a discounted cash flow model, based on a three-year projection period approved by management and extrapolated for a further two years using a growth rate of 8% (2023: 2.4%). There are no terminal values in the calculation.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model:
a. Pre-tax discount rate 22.1% (2023: 17.1%). The discount rate reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, the risk free rate and the volatility of the share price relative to market movements.
b. Lesson revenue growth rate of 8% (2023: 15%) over the five year projection period, which reflects additional centres, an expected move towards larger centres and a continued movement towards percentage of revenue contracts, which management believe is reasonable given the current trading performance of the consolidated entity.
c. Foreign exchange rates consistent with current market conditions.

Based on the above, there was no impairment required for the year ended 30 June 2024 (2023: $nil).

Sensitivity
As disclosed in note 2, the directors have made judgements and estimates in respect of the impairment testing of indefinite life intangibles. Should these judgements and estimates not occur, the resulting indefinite life intangibles may vary in carrying amount.

The key sensitivity is that revenue would need to fall by more than 3% (2023: fall by more than 3%) before the CGU would be impaired, with all other assumptions remaining constant.

Note 11. Intangibles (continued)

Management believes that other reasonable changes in the key assumptions on which the recoverable amount is based would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

Note 12. Deferred tax

	Consolidated	
	2024	2023
	$'000	$'000
Non-current assets		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Tax losses on foreign operations	376	203
Allowance for expected credit losses	86	40
Unrealised foreign exchange movements	62	51
Contract liabilities	59	86
Employee benefits	331	297
Leases	41	42
Accrued expenses	21	1
QAX licence	47	64
Deferred tax asset	1,023	784
Movements:		
Opening balance	784	686
Credited to profit or loss (note 7)	239	98
Closing balance	1,023	784

Note 13. Trade and other payables

	Consolidated	
	2024	2023
	$'000	$'000
Current liabilities		
Trade payables	533	629
Amounts held on behalf of franchisees	2,157	4,900
GST and other similar payables	375	279
Other payables and accruals	870	664
	3,935	6,472

Refer to note 22 for further information on financial instruments.

Note 14. Contract liabilities

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current liabilities		
Contract liabilities on franchise sales	237	345

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

	Consolidated 2024 $'000	Consolidated 2023 $'000
Opening balance	345	416
Payments received in advance	46	89
Transfer to revenue	(154)	(160)
Closing balance	237	345

Unsatisfied performance obligations
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was $237,000 as at 30 June 2024 ($345,000 as at 30 June 2023) and is expected to be recognised as revenue in future periods as follows:

	Consolidated 2024 $'000	Consolidated 2023 $'000
Within 6 months	50	87
6 to 12 months	45	61
12 to 18 months	38	46
18 to 24 months	33	40
24 to 30 months	28	33
30 to 36 months	21	29
beyond 36 months	22	49
	237	345

Note 15. Borrowings

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current liabilities		
Bank loans	1,381	1,840

Refer to note 22 for further information on financial instruments.

In June 2022 a new USD denominated borrowing facility of USD 1,525,000 (AUD $2,213,000) was completed with the HSBC. This facility has a 3 year term with quarterly repayments of USD 76,250.

Note 15. Borrowings (continued)

Total secured liabilities
The total secured liabilities are as follows:

	Consolidated 2024 $'000	Consolidated 2023 $'000
Bank loans	1,381	1,840

Assets pledged as security
The bank overdraft and loans are secured by a security interest over all property of the consolidated entity to HSBC Bank.

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

	Consolidated 2024 $'000	Consolidated 2023 $'000
Total facilities		
Bank loans - AUD	500	1,750
Bank loans - USD	1,381	1,840
	1,881	3,590
Used at the reporting date		
Bank loans - AUD	-	-
Bank loans - USD	1,381	1,840
	1,381	1,840
Unused at the reporting date		
Bank loans - AUD	500	1,750
Bank loans - USD	-	-
	500	1,750

Note 16. Lease liabilities

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current liabilities		
Lease liability	949	718
Non-current liabilities		
Lease liability	1,360	1,067

Refer to note 22 for information on the maturity analysis of lease liabilities.

Note 17. Employee benefits

	Consolidated 2024 $'000	Consolidated 2023 $'000
Current liabilities		
Annual leave	730	746
Long service leave	488	397
	1,218	1,143

Amounts not expected to be settled within the next 12 months
The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the consolidated entity does not have an unconditional right to defer settlement. However, based on past experience, the consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

The following amounts reflect leave that is not expected to be taken within the next 12 months:

	Consolidated 2024 $'000	Consolidated 2023 $'000
Employee benefits	724	680

Note 18. Deferred tax

	Consolidated 2024 $'000	Consolidated 2023 $'000
Non-current liabilities		
Deferred tax liability comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Research and development costs	1,915	1,888
Deferred tax liability	1,915	1,888
Movements:		
Opening balance	1,888	1,841
Charged to profit or loss (note 7)	27	47
Closing balance	1,915	1,888

Note 19. Issued capital

	Consolidated 2024 Shares	Consolidated 2023 Shares	Consolidated 2024 $'000	Consolidated 2023 $'000
Ordinary shares - fully paid	56,842,517	56,664,150	17,898	17,784

Note 19. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	1 July 2022	56,519,331		17,702
Dividend reinvestment plan	23 September 2022	35,949	$0.910	33
Dividend reinvestment plan	24 March 2023	108,870	$0.450	49
Balance	30 June 2023	56,664,150		17,784
Dividend reinvestment plan	21 September 2023	178,367	$0.640	114
Balance	30 June 2024	56,842,517		17,898

Ordinary shares
Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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

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

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

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

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

The capital risk management policy remains unchanged from the 30 June 2023 Annual Report.

The capital structure of the consolidated entity consists of net debt (borrowings offset by cash and bank balances) and equity of the consolidated entity (comprising issued capital, reserves and accumulated profits).

Note 20. Reserves

	Consolidated	
	2024 $'000	2023 $'000
Foreign currency reserve	(149)	(135)
Share-based payments reserve	326	277
Other reserves	754	754
	931	896

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

Note 20. Reserves (continued)

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

Other reserves
This reserve is used to recognise the increments and decrements on changes in equity of the parent on acquisition of non-controlling interests.

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

Consolidated	Foreign currency $'000	Share-based payments $'000	Other $'000	Total $'000
Balance at 1 July 2022	(386)	245	754	613
Foreign currency translation	251	-	-	251
Share-based payments	-	32	-	32
Balance at 30 June 2023	(135)	277	754	896
Foreign currency translation	(14)	-	-	(14)
Share-based payments	-	49	-	49
Balance at 30 June 2024	(149)	326	754	931

Note 21. Dividends

Dividends
Dividends paid during the financial year were as follows:

	Consolidated 2024 $'000	Consolidated 2023 $'000
Final dividend for the year ended 30 June 2023 of 1.5 cents (2022: 1.0 cents) per ordinary share	849	565
Interim dividend for the year ended 30 June 2024 of nil cents (2023 1.0 cents) per ordinary share	-	566
	849	1,131

The Board is focused on a cash position that is able to fund current commitments as well as attractive opportunities as they emerge. For these reasons, the Board resolved not to pay any dividends for the current financial year.

Franking credits

	Consolidated 2024 $'000	Consolidated 2023 $'000
Franking credits available at the reporting date based on a tax rate of 25%	563	-
Franking credits available for subsequent financial years based on a tax rate of 25%	563	-

Note 21. Dividends (continued)

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:
- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Note 22. Financial instruments

Financial risk management objectives
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity and to ensure that the consolidated entity is able to finance its business plans. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior executives ('finance') under policies approved by the Board of Directors ('Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. The consolidated entity does not enter into or trade in financial instruments, including derivative financial instruments, for speculative purposes. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations. The consolidated entity operates internationally and is exposed to foreign exchange risk arising primarily from the Pound Sterling, US Dollar, South African Rand and New Zealand Dollar.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The consolidated entity presently does not hedge foreign exchange risks, focusing on matching income and expenditure by currency where possible to reduce risk.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
Consolidated	2024 $'000	2023 $'000	2024 $'000	2023 $'000
US dollars	1,037	1,256	1,381	1,840
Euros	9	12	1	-
Pound Sterling	3,142	5,912	1,719	4,268
New Zealand dollars	501	1,102	215	369
Singapore dollars	5	12	-	-
South African Rand	160	136	6	-
Kenyan Shilling	1	1	-	-
	4,855	8,431	3,322	6,477

The consolidated entity had net assets denominated in a number of foreign currencies of $1,533,000 as at 30 June 2024 (assets $4,855,000 less liabilities $3,322,000) (2023: $1,954,000 (assets $8,431,000 less liabilities $6,477,000)). Based on this net position, a 10% strengthening in the Australian dollar from 30 June 2024 levels may expose the consolidated entity to a $153,000 foreign currency loss.

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

Note 22. Financial instruments (continued)

Interest rate risk
The consolidated entity's main interest rate risk arises from short-term and long-term borrowings. Borrowings issued at variable rates expose the consolidated entity to interest rate risk. Borrowings issued at fixed rates expose the consolidated entity to fair value interest rate risk.

The consolidated entity's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, related party loans and financial leases.

As at the reporting date, the consolidated entity had the following variable rate borrowings.

	2024		2023	
Consolidated	**Weighted average interest rate %**	**Balance $'000**	**Weighted average interest rate %**	**Balance $'000**
Bank loans - USD	7.82%	1,381	7.56%	1,840
Net exposure to cash flow interest rate risk		1,381		1,840

The consolidated entity has net bank loans and borrowings outstanding, totalling $1,381,000 (2023: $1,840,000), which are principal and interest payment loans. Quarterly cash outlays of approximately $115,000 (2023: $113,000 per quarter) are required to service the debt as of July 2024. An official increase/decrease in interest rates of 100 (2023: 100) basis points would have an adverse/favourable effect on profit before tax of $14,000 (2023: $18,000) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysis.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted a policy of dealing with only recognised, creditworthy third parties. All franchisees are subject to legal and credit checks prior to contracting with the consolidated entity. Policies have been put in place to ensure that receivable balances are monitored on an ongoing basis with the result that the consolidated entity's exposure to credit default is not significant. The consolidated entity does not hold any collateral. However, the consolidated entity's policy for non-payment of debt by contracted partners within the maximum 30-day terms is deactivation of access to student curriculum resources.

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

Before accepting any new customers, the consolidated entity assesses the potential customer's credit quality.

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

In determining the recoverability of a trade receivable, the consolidated entity considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

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

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

Note 22. Financial instruments (continued)

Financing arrangements
Unused borrowing facilities at the reporting date:

	Consolidated 2024 $'000	Consolidated 2023 $'000
Bank loans - AUD	500	1,750

In June 2022 a new USD denominated borrowing facility of USD1,525,000 (AUD $2,213,000) was completed with the HSBC. This facility has a 3 year term with quarterly repayments of USD 76,250. The facility was fully drawn down in July 2022 and the AUD overdraft repaid at that time.

A letter of cross guarantee is in place between Kip McGrath Education Centres Ltd, Kip McGrath Education Australia Pty Ltd, Kip McGrath Direct Pty Ltd, Kip McGrath Education Global Pty Ltd, Kip McGrath Education New Zealand Limited and Tutorfly Holdings Inc. in relation to the HSBC banking facilities.

The bank loan covenants are specific annual reporting requirements.

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

Consolidated - 2024	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	533	-	-	-	533
Other payables	-	3,402	-	-	-	3,402
Interest-bearing - variable						
Bank loans - USD	7.82%	1,381	-	-	-	1,381
Lease liability	4.53%	949	886	474	-	2,309
Total non-derivatives		6,265	886	474	-	7,625

Consolidated - 2023	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	629	-	-	-	629
Other payables	-	5,843	-	-	-	5,843
Interest-bearing - variable						
Bank loans - USD	7.56%	1,840	-	-	-	1,840
Lease liability	4.62%	718	445	622	-	1,785
Total non-derivatives		9,030	445	622	-	10,097

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

Note 23. Fair value measurement

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value. The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of the consolidated entity's non-current financial liabilities has been estimated as $1,736,000 (2023: $1,351,000) by discounting the remaining contractual maturities at current market interest rates for similar financial instruments.

Note 24. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of KMP of the consolidated entity is set out below:

	Consolidated	
	2024 $	2023 $
Short-term employee benefits	1,064,227	1,317,274
Post-employment benefits	126,453	139,342
Long-term benefits	100,139	36,101
Share-based payments	22,281	19,920
	1,313,100	1,512,637

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by PKF Newcastle and Sydney, the auditor of the company, and its network firms:

	Consolidated	
	2024 $	2023 $
Audit services - PKF Newcastle and Sydney		
Audit or review of the financial statements	127,000	127,000
Other services - PKF Newcastle and Sydney		
Preparation of the tax return and other tax services	4,200	4,200
	131,200	131,200
Audit services - network firms		
Audit or review of the financial statements	23,168	19,594
Other services - network firms		
Preparation of the tax return (NZ)	2,001	2,185
	25,169	21,779

Note 26. Contingent liabilities

The consolidated entity has provided bank guarantees totalling $402,000 (2023: $153,000) on multiple leases for office premises.

Note 27. Related party transactions

Parent entity
Kip McGrath Education Centres Limited is the parent entity.

Note 27. Related party transactions (continued)

Subsidiaries
Interests in subsidiaries are set out in note 29.

Key management personnel
Disclosures relating to key management personnel ("KMP") are set out in note 24 and the remuneration report included in the directors' report.

Transactions with related parties
A family member of Storm McGrath's is employed by the company and received a wage of $17,454 during the year (2023: $25,661). There are no other transactions with KMP and their related parties.

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

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date, except for the following loans to certain KMP.

Loans	Applicable interest rate	Balance at the start of the year	Drawn down	Repayments	Interest	Balance at the end of the year
Storm McGrath	7.56%	578,605	-	(9,830)	46,610	615,385
Brett Edwards	7.56%	143,396	-	(151,590)	8,194	-
Jackie Burrows *	7.56%	52,518	-	(52,518)	-	-
		774,519	-	(213,938)	54,804	615,385

* Jackie Burrows is no longer a KMP and the repayments represent the movement in the KMP loan balance.

The loans were granted for the conversion of options. The loans have a market interest rate with five year repayment terms with security over the underlying shares held by the relevant employees.

There are no other loans to KMP or their related parties.

Note 28. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent	
	2024 $'000	2023 $'000
Profit/(loss) after income tax	(927)	4,627
Total comprehensive income	(927)	4,627

Note 28. Parent entity information (continued)

Statement of financial position

	Parent 2024 $'000	Parent 2023 $'000
Total current assets	2,634	4,184
Total assets	27,917	30,696
Total current liabilities	3,818	5,104
Total liabilities	5,868	7,033
Equity		
Issued capital	17,898	17,784
Foreign currency reserve	60	60
Share-based payments reserve	326	277
Retained profits	3,765	5,542
Total equity	22,049	23,663

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023, except as disclosed in note 26.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity.

Note 29. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2024 %	Ownership interest 2023 %
Kip McGrath Education Australia Pty Ltd	Australia	100%	100%
Kip McGrath Global Pty Limited	Australia	100%	100%
Kip McGrath Direct Pty Ltd	Australia	100%	100%
Kip McGrath Education United Kingdom Ltd	United Kingdom	100%	100%
Kip McGrath Education New Zealand Limited	New Zealand	100%	100%
Tutorfly Holdings, Inc.	United States of America	100%	100%
Kip McGrath Education, Inc.	United States of America	100%	100%

Note 30. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated 2024 $'000	Consolidated 2023 $'000
Profit after income tax expense for the year	1,317	1,924
Adjustments for:		
Depreciation and amortisation	4,672	4,137
Share-based payments	49	32
Foreign currency differences	(6)	175
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(41)	1,046
(Increase)/decrease in deferred tax assets	(239)	27
Decrease in prepayments	67	56
Increase in other operating assets	(34)	(2)
Decrease in trade and other payables	(2,496)	(1,010)
Decrease in contract liabilities	(108)	(71)
Decrease in provision for income tax	(419)	(25)
Increase in deferred tax liabilities	27	47
Increase in employee benefits	75	36
Net cash from operating activities	2,864	6,372

Note 31. Non-cash investing and financing activities

	Consolidated 2024 $'000	Consolidated 2023 $'000
Additions to the right-of-use assets	1,509	677
Shares issued under dividend reinvestment plan	114	82
	1,623	759

Note 32. Changes in liabilities arising from financing activities

Consolidated	Bank loans $'000	Lease liability $'000	Total $'000
Balance at 1 July 2022	1,300	1,849	3,149
Net cash from/(used in) financing activities	540	(772)	(232)
Acquisition of plant and equipment by means of leases	-	677	677
Revaluation increments	-	31	31
Balance at 30 June 2023	1,840	1,785	3,625
Net cash used in financing activities	(462)	(985)	(1,447)
Acquisition of plant and equipment by means of leases	-	1,509	1,509
Exchange differences	3	-	3
Balance at 30 June 2024	1,381	2,309	3,690

Note 33. Earnings per share

	Consolidated 2024 $'000	Consolidated 2023 $'000
Profit after income tax attributable to the owners of Kip McGrath Education Centres Limited	1,317	1,924
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	56,802,555	56,576,536
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares (note 34)	2,215,000	2,615,000
Weighted average number of ordinary shares used in calculating diluted earnings per share	59,017,555	59,191,536
	Cents	Cents
Basic earnings per share	2.319	3.401
Diluted earnings per share	2.232	3.250

Note 34. Share-based payments

In 2022, the Board approved the terms and conditions of the current Kip McGrath Employee Share Option Plan ('the Plan'). The Plan is designed to provide long-term incentives for employees to deliver long-term shareholder returns. Further information is set out on the Notice of Meeting to the 2022 Annual General Meeting. Under the Plan the consolidated entity may, at the discretion of the Remuneration Committee, grant options over ordinary shares in the parent entity to certain KMP. The options are issued for nil consideration and only vest if certain performance and/or service-related conditions as determined by the Board are met.

Options granted under the plan carry no dividend or voting rights. Shares issued under exercised options will rank equally with ordinary shares.

On exercise each option converts to one share, except in certain circumstances such as rights issues or bonus issues.

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

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other *	Balance at the end of the year
13/12/2022	28/10/2026	$0.000	2,615,000	-	-	(400,000)	2,215,000
			2,615,000	-	-	(400,000)	2,215,000

* Stock options of 400,000 were forfeited by employees who left the employ of the company during the year.

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
13/12/2022	28/10/2026	$1.151	-	2,615,000	-	-	2,615,000
			-	2,615,000	-	-	2,615,000

The weighted average share price was $0.452 (2023: $0.805).

The weighted average remaining vesting period of options outstanding at the end of the financial year was one year (2023: two years).

Note 34. Share-based payments (continued)

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were $49,000 (2023: $32,000).

Note 35. Events after the reporting period

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
Kip McGrath Education Centres Limited	Body corporate	Australia	100.00%	Australia *
Kip McGrath Education Australia Pty Ltd	Body corporate	Australia	100.00%	Australia *
Kip McGrath Global Pty Limited	Body corporate	Australia	100.00%	Australia *
Kip McGrath Direct Pty Ltd	Body corporate	Australia	100.00%	Australia *
Kip McGrath Education United Kingdom Ltd	Body corporate	United Kingdom	100.00%	United Kingdom
Kip McGrath Education New Zealand Limited	Body corporate	New Zealand	100.00%	New Zealand
Tutorfly Holdings, Inc.	Body corporate	USA	100.00%	USA
Kip McGrath Education, Inc.	Body corporate	USA	100.00%	USA

* Kip McGrath Education Centres Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the Australian tax consolidation regime.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

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

On behalf of the directors

Damian Banks
Chairman

20 August 2024
Sydney

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KIP MCGRATH EDUCATION CENTRES LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Kip McGrath Education Centres Limited and its controlled entities (collectively the consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising material accounting policy information and other explanatory information, the consolidated entity disclosure statement, and the directors' declaration of the Company and the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion, the financial report of Kip McGrath Education Centres Limited is in accordance with the *Corporations Act 2001*, including:

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the year ended on that date; and

ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

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

Independence

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key Audit Matters (cont'd)

1. Impairment testing of intangible assets

Why significant

As disclosed in note 11, the Company and its subsidiaries has intangible assets of $23.35m as at 30 June 2024.

An annual impairment test for indefinite useful life intangible assets is required under Australian Accounting Standard (AASB) 136 Impairment of Assets.

Management's testing has been performed using a discounted cash flow model (Impairment model) to estimate the value-in-use of the Cash Generating Unit (CGU) to which the intangible assets have been allocated.

The evaluation of the recoverable amount requires the group to exercise judgment in determining key assumptions, which include:

- Preparation of a 5-year cash flow forecast;
- Determination of a terminal growth factor; and
- Determination of a discount rate.

The outcome of the impairment assessment could vary if different assumptions were applied. As a result, the evaluation of the recoverable amount of intangible assets including goodwill is a Key Audit Matter.

How our audit addressed the key audit matter

The Company has reviewed the disposition of how cash flows are generated and determined there is one CGU, being the Company and its subsidiaries. Our audit procedures included but were not limited to:

- Assessing and challenging:
    - the assumption of one cash generating unit being appropriate;
    - the reasonableness of the FY25 budget approved by the Board by comparing the budget to FY24 actuals;
    - the key assumptions for the future growth rate used in the model by comparing the average historical growth rates and other industry forecasts; and
    - the discount rate applied by comparing the weighted average cost of capital to industry benchmarks.
- testing, on a sample basis, the mathematical accuracy of the cash flow models;
- testing, on a sample basis, the validity and accuracy of intangibles capitalised during the financial year;
- considering management's assessment of those with definite and indefinite useful lives;
- testing, on a sample basis, the validity and accuracy of amortisation expense and accumulated amortisation where appropriate;
- agreeing inputs in the cash flow models to relevant data including approved budgets and latest forecasts;
- reviewing management's sensitivity analysis in relation to key assumptions including discount rate, growth rate and terminal value; and
- assessing appropriateness of financial statement disclosures including sensitivities to assumptions used, included in Note 11.

Other Information

Other information is financial and non-financial information in the annual report of the Company which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's report. The remaining Other Information is 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, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

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 in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

Directors' Responsibilities for the Financial Report

The directors of the Company are responsible for the preparation of:

a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
b) the Consolidated Entity Disclosure Statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Auditor's Responsibilities for the Audit of the Financial Report (cont'd)

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the consolidated entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the consolidated entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the consolidated entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the group financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Kip McGrath Education Centres Limited for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

PKF

PKF

M Matthews

MARTIN MATTHEWS
PARTNER

20 AUGUST 2024
NEWCASTLE, NSW

The shareholder information set out below was applicable as at 14 August 2024.

Distribution of equitable securities

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

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	354	0.36	-	-
1,001 to 5,000	632	2.97	-	-
5,001 to 10,000	207	2.72	-	-
10,001 to 100,000	229	12.21	-	-
100,001 and over	42	81.74	-	-
	1,464	100.00	-	-
Holding less than a marketable parcel	507	-	-	-

Equity security holders

Twenty largest quoted equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
J P Morgan Nominees Australia Pty Limited	16,404,738	28.86
Mr Kip McGrath	5,675,764	9.99
BNP Paribas Noms Pty Ltd	2,453,168	4.32
Mr Storm Kip McGrath	2,244,896	3.95
Storm Superannuation Fund Pty Ltd (Storm Super Fund A/C)	2,100,801	3.70
Citicorp Nominees Pty Limited	1,871,025	3.29
BNP Paribas Nominees Pty Ltd (IB Au Noms Retailclient)	1,590,156	2.80
Kmec Superannuation Pty Ltd (KMEC Superannuation Fund A/C)	1,472,750	2.59
HSBC Custody Nominees (Australia) Limited	1,118,740	1.97
Kip McGrath Investments Pty Ltd (McGrath Family A/C)	1,000,000	1.76
DMX Capital Partners Limited	941,010	1.66
Vanward Investments Limited	843,045	1.48
Rendina Pty Ltd (Rendina Super Fund A/C)	650,000	1.14
National Nominees Limited	622,669	1.10
BNP Paribas Nominees Pty Ltd (Hub24 Custodial Serv Ltd)	597,403	1.05
Emerald Shares Pty Limited (Emerald Unit A/C)	550,000	0.97
Mr Matthew Charles Peek	501,916	0.88
JC Equity Pty Ltd	412,796	0.73
Mr Ian Graham Douglas + Mrs Anna Kristin Douglas (Ian Douglas Family A/C)	396,813	0.70
Indweco Pty Limited	371,039	0.65
	41,818,729	73.59

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	2,215,000	8

Substantial holders
Substantial holders in the company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
Pie Funds Management Ltd	10,205,120	17.95
Kip McGrath	7,175,514	12.62
Regal Funds Management Pty Limited	5,983,050	10.53
Storm McGrath	5,867,089	10.32
DMX Asset Management Ltd	2,855,030	5.02

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

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

There are no other classes of equity securities.