

Thursday, 29 August 2024

ACL FY24 FINANCIAL RESULTS

The following announcements to the market are attached:

- ✓ Appendix 4E
- ✓ FY24 financial statements and statutory reports
- FY24 financial results investor presentation

– ENDS –

This announcement was authorised for release to ASX by the Board of ACL. For further information regarding this announcement, please contact:

Company Secretary

Eleanor Padman

Company Secretary

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About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.

ASX Listing Rule 4.3A

Current reporting period:	Financial year ended 30 June 2024
Previous reporting period:	Financial year ended 30 June 2023

Results for announcement to the market		Percentage change %	30 June 2024 \$'m
Statutory			
Total revenue from ordinary activities	Down	0.1%	696.4m
Profit attributable to members of Australian Clinical Laboratories Limited	Down	33.3%	23.9m
Underlying¹			
Total revenue from ordinary activities	Down	0.1%	696.4m
Profit attributable to member of Australian Clinical Laboratories Limited	Down	13.4%	31.2m

Earnings per share		Percentage change %	30 June 2024 Cents per share
Statutory			
Basic earnings per share	Down	32.8%	12.03c
Diluted earnings per share	Down	32.8%	12.00c
Underlying¹			
Basic earnings per share	Down	12.6%	15.67c
Diluted earnings per share	Down	12.6%	15.63c

¹ Underlying profit excludes the impact of non-recurring items. A reconciliation between Statutory profit and Underlying profit is contained in our ASX investor presentation.

Dividends	Amount per security Cents per share	Franked amount per security Cents per share
FY2024		
Final dividend	9.00c	9.00c
Interim dividend	3.00c	3.00c
FY2023		
Final dividend	7.00c	7.00c
Interim dividend	7.00c	7.00c

Record date for determining entitlements to the final dividend	5 September 2024
Payment date	27 September 2024

The dividend reinvestment plan will remain suspended for the FY2024 final dividend.

Appendix 4E continued Preliminary Financial Report

Commentary on results for the period

For an explanation of the results refer to the ASX and media release and Annual Financial Report.

Net tangible assets per ordinary security	30 June 2024	30 June 2023
Net tangible assets per ordinary security	\$0.06	\$0.04
Net asset backing per ordinary security	\$0.88	\$0.86

Table above includes right-of-use assets and liabilities recognised in accordance with AASB 16 Leases.

This report is based on the Annual Financial Report which has been audited. Additional Appendix 4E disclosure requirements can be found in the Annual Financial Report attached, which contains the Directors' Report, the audited Remuneration Report, the Directors' Declaration and the consolidated financial statements.

Financial Report 2024

For the year ended 30 June 2024



AUSTRALIAN
Clinicalabs

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Australian Clinical Labs (ACL)
is a leading private provider of
pathology services in Australia.
ACL has laboratories and pathology
collection centres in all Australian
States and Territories (except
Tasmania) and is one of the
largest private hospital pathology
businesses nationally.

Directors' Report

for the year ended 30 June 2024

The Directors of Australian Clinical Labs Limited (referred to as 'the Company') present their Report for the financial year ended 30 June 2024 (referred to as 'the year') accompanied by the Financial Report of Australian Clinical Labs Limited and the entities it controlled (referred to as 'Clinical Labs', 'ACL' or 'the Group') from time to time during the year. Pursuant to the requirements of the *Corporations Act 2001 (Cth)* (Corporations Act), the Directors' Report is as follows:

1. Directors

The following persons were Directors of the Company during the year (or, where indicated, during part of the year) and/or up to the date of this Report:

Current Directors	Position	Date Appointed/Resigned
Michael Alscher	Chair	Temporary leave from 3 July 2023 to 11 September 2023
Melinda McGrath	Chief Executive Officer and Executive Director	
Nathanial Thomson	Non-Executive Director	
Andrew Dutton	Independent Non-Executive Director	
Dr Leanne Rowe AM	Independent Non-Executive Director	
Mark Haberlin	Independent Non-Executive Director	
Daren McKennay	Acting Chair (Alternate Director)	Temporarily appointed 3 July 2023 to 11 September 2023
Christine Bartlett	Independent Non-Executive Director	Appointed 23 August 2023



Michael Alscher

Non-Executive Director

Chair

Member – Audit and Risk Committee (appointed 25 November 2021 – temporary leave from 3 July 2023 to 11 September 2023)

Mr Michael Alscher was appointed Chair of ACL's predecessor corporate vehicle, Clinical Laboratories Pty Ltd in 2015 following its acquisition by Crescent Capital Partners in 2015. Michael was appointed a Director of ACL on 19 December 2020 and Chair of ACL as part of the IPO process on 19 December 2020.

Michael is the Managing Partner and founder of Crescent, a leading Australian private equity investment firm, specialising in high growth companies and certain industry sectors such as healthcare.

Michael is the current Chair of Cardno Limited, National Dental Care Limited, 24-7 Healthcare Pty Ltd and is a Non-Executive Director of Clearview Wealth Limited, Green Leaves Early Learning Centres Pty Ltd and Aurora Expeditions Holdings Pty Ltd. Michael's former director roles include Chair of Cover-More Group Limited, LifeHealthcare Group Limited and Director of Metro Performance Glass Limited, Crumpler Pty Ltd and Intega Group Limited.

Prior to founding Crescent in 2000, Michael was a strategy consultant at Bain International and LEK Partnership as well as holding several senior operating roles.

Michael holds a Bachelor of Commerce (Finance and Mathematics) Degree from the University of New South Wales.



Daren McKennay

Non-Executive Director (appointed as alternate director to Mr Alscher from 3 July 2023 to 11 September 2023)

Acting Chair

Member – Audit and Risk Committee (from 3 July 2023 to 11 September 2023)

Mr Daren McKennay has over 20 years of healthcare experience. Daren is a partner at Crescent Capital Partners, a leading Australian private equity investment firm, specialising in high growth companies and certain industry sectors such as healthcare where Crescent Capital Partners is the largest private equity investor (by number of investments) in healthcare in Australia.

Daren co-founded and served as CEO of Life Healthcare Group Limited (ASX: LHC) and was the COO of MIA Group Limited. He also has 11+ years of experience as a Hospital CEO at Healthcare of Australia (Mayne). Currently, Daren is the Chair at Australian Institute of Business and Healthcare Australia. Daren's former director roles included Chair of PRP Radiology, MyHealth Group and Nucleus Network.

Daren is a Chartered Accountant and holds a Bachelor of Business, Information Technology from Edith Cowan University and an MBA in Marketing from the University of Western Australia.

Directors' Report continued

for the year ended 30 June 2024



Melinda McGrath

Chief Executive Officer and Executive Director

Ms Melinda McGrath has been the Chief Executive Officer and Executive Director of ACL's predecessor corporate vehicle, Clinical Laboratories Pty Ltd since 2015. Melinda was appointed an Executive Director of ACL on 19 December 2020. Melinda has more than 30 years' experience in healthcare with over 25 years of experience in chief executive roles and over 15 years of experience in pathology CEO roles.

Melinda has led the organisation's restructure and transformation, building ACL's scale and operational performance improvement over the past seven years, overseeing the integration of Healthscope's Australian pathology business, St John of God Health Care's pathology business, Perth Pathology, SunDoctors and MedLab Pathology. She has also driven the establishment of one performance oriented culture across the organisation, via one unified integrated pathology system.

Melinda was Chief Executive Officer of QML Pathology (part of Healius/Primary Healthcare) from 2008 to 2015, where she developed five QML brands and established Tasmania Medical Laboratories. Prior to that, Melinda held various transformative chief executive roles at private regional and tertiary referral hospitals in Queensland including The Sunshine Coast Private Hospital, St Andrew's War Memorial Hospital and St Stephens Private Hospital.

Melinda has held board member positions at Metro North Hospitals and Health Service including Royal Brisbane, Prince Charles, Redcliffe, Caboolture and related health services and a superannuation fund, UC Super.

Melinda holds a Bachelor of Human Movement Studies Degree and a Bachelor of Arts Degree from the University of Queensland, a Master of Business Administration from the University of Central Queensland, and a Certificate in Governance Practice from the Governance Institute of Australia.



Nathaniel Thomson

Non-Executive Director Member – Remuneration and Nominations Committee

Mr Nathaniel Thomson has been a Non-Executive Director of ACL's predecessor corporate vehicle, Clinical Laboratories Pty Ltd, since April 2018. Nathaniel was appointed a Non-Executive Director of ACL on 19 December 2020.

Nathaniel is a Partner at Crescent, a leading Australian private equity investment firm. Nathaniel has over 20 years of experience in strategy consulting, private equity and investment banking. He has significant consulting experience from his prior role at McKinsey & Co.

Nathaniel is the current Chair of Clover Insurance and a Non-Executive Director of Cardno Limited, National Dental Care Limited, Clearview Wealth Limited and 24-7 Healthcare Pty Ltd. Nathaniel's former director roles include Deputy Chair of Cover-More Group Limited and a Non-Executive Director of Metro Performance Glass Limited.

Nathaniel holds a Bachelor of Commerce Degree and Bachelor of Laws Degree from the University of Western Australia.



Andrew Dutton GAICD

Independent Non-Executive Director
Chair – Remuneration and Nominations Committee
Member – Audit and Risk Committee

Mr Andrew Dutton has been a Non-Executive Director of ACL since 28 April 2021.

Andrew has over 30 years of management, business development and technology experience across Australia, Asia and Europe.

Andrew is the current Chair of Land Registry Services and was recently an Advisor to FinancialForce APJ. He has had extensive Chief Executive Officer and Board experience globally and within Australia.

Andrew's former roles include Chair of NVOI Pty Ltd and SAI Global Pty Ltd, Chief Executive Officer at Land Registry Services and Integrated Research Limited, Managing Director of the Asia Pacific/Japan region for VMware Inc., and senior executive positions at IBM, Computer Associates, BEA Systems Inc., Lendlease and Norwich Union Financial Services Group including roles as CFO, CMO, CRO and Divisional Heads. At IBM, Andrew was elected to the Worldwide Senior Leadership Team.

Andrew holds a Bachelor of Science Degree from the University of Sydney and is a member of the Australian Institute of Company Directors.



Dr Leanne Rowe AM

Independent Non-Executive Director
Member – Remuneration and Nominations Committee

Dr Leanne Rowe has been a Non-Executive Director of ACL since 28 April 2021.

Leanne is a clinical professor and medical practitioner with over 30 years of clinical experience in the public and private health systems across acute care, aged care, mental health and community health.

Leanne is currently a Non-Executive Director of Bupa ANZ Group and a Presiding Member for Medical Panels Victoria. She has previously served on a wide range of boards, including as a Chair of Nexus Hospitals, the Royal Australian College of General Practitioners and Barwon Health (Acting); and as a Non-Executive Director of Japara Healthcare, Medibank Private, I-Med Radiology, the Medical Indemnity Protection Society and Beyond Blue.

Leanne is a former Deputy Chancellor of Monash University and has been awarded a Doctor of Laws (Honoris Causa) for her services. Leanne has also received a Member of the Order of Australia for her services to medicine.

Her other qualifications include a Doctor of Medicine Degree (MD), Bachelor of Medicine and Bachelor of Surgery Degree (MB BS), Fellowship of the Australian College of General Practitioners (FRACGP), and Fellowship of the Australian Institute of Company Directors (FAICD).

Directors' Report continued

for the year ended 30 June 2024



Mark Haberlin

Independent Non-Executive Director
Chair – Audit and Risk Committee

Mr Mark Haberlin has been a Non-Executive Director of ACL since 28 April 2021.

Mark has over 25 years of audit, risk management, capital transactions and mergers and acquisitions experience across industries including healthcare, real estate and financial services.

Mark is the Lead Independent Director and Chair of the Audit and Risk Committee of Abacus Property Group. Previously, Mark was an independent Non-Executive Director and the Chair of the Audit and Risk Committee of Laybuy Group Holdings Limited, the Chair of PwC Australia and PwC's Public Reporting Panel, as well as a Director of the European Australia Business Council and PwC Asia Pacific.

Mark holds a Bachelor of Science (Civil Engineering) (Honours) from Imperial College London and qualified as a Chartered Accountant in the United Kingdom.



Christine Bartlett

Independent Non-Executive Director
Member – Remuneration and Nominations Committee
Member – Audit and Risk Committee

Ms Christine Bartlett was appointed as a Non-Executive Director on 23 August 2023. Christine is an experienced Non-Executive Director, with extensive executive experience gained through chief executive officer and senior executive roles with National Australia Bank Limited, IBM and Jones Lang LaSalle. Christine has held roles with national and global responsibilities and has a strong commercial perspective, particularly in fostering innovation and leveraging new emerging technologies.

Christine is currently a Non-Executive Director of Mirvac Limited, TAL Life Limited and Reliance Worldwide Corporation Limited.

Christine is a member of the UNSW Australian School of Business Advisory Council, Chief Executive Women and the Australian Institute of Company Directors. Christine holds a Bachelor of Science from the University of Sydney and has completed senior executive management programs at INSEAD.

Christine has previously held Non-Executive Director roles with iCare NSW, Clayton Utz, GBST Holdings Limited, The Smith Family and Sigma Healthcare Limited.

2. Directorships of Other Listed Companies

The following table shows, for each Director, all directorships of companies that were listed on the ASX, other than the Company, from 30 June 2020, and the period for which each directorship has been held:

Director	Listed Entity	Period Directorship Held
Michael Alscher	Cardno Limited	November 2015 – December 2023
	ClearView Wealth Limited	November 2018 – present
	Intega Group Limited	August 2019 – December 2021
Melinda McGrath	–	–
Nathanial Thomson	Cardno Limited	May 2016 – present
	ClearView Wealth Limited	October 2012 – present
Andrew Dutton	–	–
Dr Leanne Rowe AM	Japara Healthcare Limited	July 2019 – November 2021
	Doctor Care Anywhere Group PLC	September 2020 – November 2021
Mark Haberlin	Layby Group Holdings Limited	April 2020 – present
	Abacus Property Group	November 2018 – present
Daren McKennay	–	–
Christine Bartlett	Mirvac Limited	December 2014 – present
	Reliance Worldwide Corporation Limited	November 2019 – present
	Sigma Healthcare Limited	March 2016 – December 2023

3. Meetings of Directors and Board Committees

The number of meetings of the Board and each of the Board Committees held during the year ended 30 June 2024, and the number of meetings attended by each Director are shown below.

From time to time, Directors attend meetings of Committees of which they are not currently members however, only attendances by Directors who are members of the relevant Committee are shown below:

Current Directors	Board of Directors		Audit and Risk Committee		Remuneration and Nominations Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended
Michael Alscher	19	19	3	2	–	–
Melinda McGrath	19	18	–	–	–	–
Nathanial Thomson	18	17	–	–	4	4
Andrew Dutton	19	19	4	4	4	4
Dr Leanne Rowe AM	19	18	–	–	4	4
Mark Haberlin	19	19	4	4	–	–
Christine Bartlett	15	13	2	2	1	1
Daren McKennay	4	4	1	1	–	–

Further meetings occurred during the year on specific issues, including meetings of the Chair with the CEO and meetings of Non-Executive Directors with management.

Directors' Report continued

for the year ended 30 June 2024

4. Directors' Relevant Interests in Shares

The following table sets out the relevant interests that each Director and their immediate family has in the Company's ordinary shares as at the date of this report:

Director	Ordinary Shares	Performance Rights
Michael Alscher	280,502	–
Melinda McGrath	2,923,331	633,582
Nathanial Thomson	–	–
Andrew Dutton	81,897	–
Dr Leanne Rowe AM	5,000	–
Mark Haberlin	47,500	–
Daren McKennay	–	–
Christine Bartlett	20,000	–

5. Company Secretary

Eleanor Padman was appointed Company Secretary on 28 April 2021. Eleanor is a corporate lawyer, governance and sustainability expert with more than 25 years' experience gained in the UK and Australia. During the last 10 years Eleanor has held the roles of General Counsel, Company Secretary and Head of Risk and Compliance at various ASX-listed companies. Eleanor established her own boutique advisory business in 2019 and provides corporate governance services to ACL, as well as acting as Company Secretary to the Board and its Committees. Eleanor combines multi-disciplinary technical abilities with a strong commercial approach and a focus on promoting good corporate governance. Eleanor is a Fellow of the Governance Institute of Australia, a Graduate of the Australian Institute of Company Directors and also holds company secretary and Non-Executive Director positions for various private companies.

Eleanor holds a Bachelor of Modern Languages (First Class Honours) from the University of Oxford, a Graduate Diploma in Law and Postgraduate Diploma in Legal Practice from the University of Law, London (formerly the College of Law) and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia. Eleanor is currently studying a Masters in Sustainability at the University of Sydney.

6. Principal Activities

During the year the principal continuing activity of the Group was the provision of pathology diagnostic services.

7. Operating and Financial Review

Key financial highlights in the financial year ended 30 June 2024 compared to the financial year ended 30 June 2023 include:

- Total revenue of \$696.4m, 0.1% down on FY23 revenue despite a 58.9% decline in COVID-19 revenue.
- Total Non-COVID-19 revenue of \$646.7m up 5.4% on FY23.
- Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)¹ increased by 1.3% to \$191.0m.
- Underlying Earnings Before Interest and Tax (EBIT)¹ decreased by 4.9% to \$62.6m.
- Underlying Net Profit After Tax (NPAT)¹ decreased by 12.5% to \$31.6m
- Free cash flow before interest, tax and financing increased by 4.2% to \$54.4m.

¹ Underlying figures are calculated excluding Healius transaction costs \$4.7m as well as certain non-recurring revenue and expenses (asset write-down \$1.2m, Medlab \$1.2m, Other \$2.6m).

7. Operating and Financial Review (continued)

Underlying EBIT grew by 23.4% after adjusting for the decline in COVID-19 revenue driven by a combination of organic growth, full period impact of Medlab synergies as well as other operational efficiency initiatives implemented during the period. COVID-19 revenue declined by \$37.8m compared to FY23, which had an EBIT impact of approximately \$15.1m², contributing to the underlying EBIT decline of \$3.2m compared to FY23.

ACL continues to remain focused on disciplined network expansion to preserve margins resulting in a number of ACCs with unattractive rent dynamics not being renewed. As a result, non-COVID-19 MBS outlays for ACL grew by 6.5%³ which was slightly behind the broader market.

The business continues to demonstrate efficient cash management with free cash flow up on FY23 despite earnings drag from decreased COVID-19 revenue in the first half of FY24. ACL achieved a conversion of EBITDA to operating cash flow of 101% reflecting ACL's continued ability to generate cash for shareholders. During the year ACL paid \$20.3m in dividends, decreased its borrowings to \$55.1m and ended the year in a \$28.9m net debt position (FY23 \$45.7m).

FY24 Operations

ACL is one of the largest providers of pathology services in Australia by revenue, with operations in Victoria, New South Wales, Western Australia, South Australia, Queensland and the Northern Territory with a heritage of hospital based pathology and the skills to deliver time-critical and complex hospital pathology, as well as the scale to efficiently provide community pathology.

ACL's network at 30 June 2024 comprises:

- ~4,900 scientists, collectors and support staff
- 70 accredited laboratories
- 1,322 collection centres
- 31 specialist skin cancer clinics

ACL drives continuous operational efficiency improvements as part of its normal business as usual operations through a focused KPI improvement program. This has allowed ACL to hold margins constant when compared to FY23 despite subdued volumes and industry cost pressures.

During FY24, ACL has continued its focus on:

- ACL capitalised on its unified lab information system to support ongoing centralisation and enhanced productivity of key back-office functions and to achieve industry best practice lab productivity improving panels per work hour in FY24 by 8%.
- Ongoing investment in technology to support courier route optimisation, digitisation of consumables inventory management and reduction of laboratory labour.

8. Significant Changes in State of Affairs

There was no other significant change in the state of affairs of the Group during the year.

² Based on 40% contribution margin on COVID-19 revenues.

³ ACL growth excluding Sun Doctors and Queensland and non-Medicare commercial work and adjusted for working days.

Directors' Report continued

for the year ended 30 June 2024

9. Business Strategies and Future Developments

The Board and the Executive Management Team are focused on delivering against a growth strategy that will drive expansion in ACL's core community and hospital pathology market, entry into strategic adjacencies and continuing to improve operating efficiency. ACL's growth strategy is centred on six strategic pillars:

1. Disciplined network expansion
 - ACL will continue to invest in sustainable and profitable collection centre network expansion and hospital services growth
2. Indexation campaign
 - The Government has announced indexation for one-third of the MBS schedule from 1 July 2026 (partially offset by fee cuts on certain tests)
 - Pathology Australia continues 'Keep Pathology Bulk Billed' campaign focused on indexation on the remaining two-thirds of pathology services following a 24-year price freeze
3. Growth of strategic new business
 - ACL continues to work closely with Geneseq to launch its tissue and plasma (blood) genomic melanoma tests with commercialisation scheduled to commence in 2025
 - ACL is focused on developing a pipeline of new test and service opportunities through investments in partnerships to support growth
4. Accretive acquisitions
 - ACL continues to actively explore value accretive acquisition opportunities for the business with key targets including domestic pathology, strategically aligned domestic adjacencies as well as international pathology
5. Billing enhancement initiatives
 - Improvement and digitisation of upfront billing system to reduce bad debt write-offs
 - Various initiatives to support the growth of non-MBS tests
6. Operational improvement
 - ACL is developing a roadmap to step-change operational improvements, and advance automation and AI initiatives
 - ACL will continue to scope and implement its 'Lab of the Future' program leveraging the one lab information system enhancing its automated, borderless, national lab network

10. Key Risks and Uncertainties

ACL is subject to risks both specific to ACL and ACL's business activities, as well as general risks.

Government policy and regulation may change

ACL seeks to provide affordable pathology services to its patients. This is facilitated through bulk-billing the vast majority of its services to patients and receiving reimbursements through the Australian Government's Medicare Benefits Schedule (MBS). The MBS is subject to continual review and change, with the included services and prices being determined by the Federal Government.

Any changes to the MBS or any other Government funding initiatives, including a reduction in fees or tests that will be covered by the MBS, could lead to a reduction in revenue for ACL and may adversely affect ACL's ability to provide testing and demand for ACL's services.

The nature, timing and impact of future changes to laws, government policies and regulations are not predictable and are beyond ACL's control. Failure by ACL to comply with applicable laws, regulations and other professional standards and accreditation may lead to enforcement actions that disrupt ACL's operations and result in it being subject to fines, penalties, damages and disruption to its operations.

ACL monitors legislative and regulatory developments and engages proactively with key stakeholders to manage this risk.

A failure of technical, process or people controls may contribute to a significant Cyber Security incident

ACL is heavily dependent on technology for the delivery of the services it provides its customers. Any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters.

ACL is committed to preventing and reducing cybersecurity risks. ACL has an information security policy and standards framework established in accordance with the National Institute of Standards and Technology (NIST). ACL implements and operates IT security in-house with the assistance of partners and common IT security technologies to protect, detect and respond to security concerns. ACL conducts routine testing of systems and works closely with third-party security specialists to implement its security roadmap.

ACL may be unable to recruit and retain key personnel

The successful operation of ACL's business relies on its ability to recruit and retain experienced and high-performing management, pathologists, scientists, and IT and operating staff. Relationships with certain referrers may be heavily reliant on particular ACL personnel (especially pathologists and scientists), such that their departure from the business could have an adverse impact on ACL's relationship with the referrer. There is significant competition to recruit these personnel, which can lead to increased labour costs.

ACL's focus on diagnostic excellence through its centres of excellence and commitment to continuing professional education for staff and referrers, including training the next generation of pathologists and scientists, help to attract and retain a professional workforce. ACL's unified pathology system also provides flexibility to its national workplace.

ACL is subject to labour agreement negotiations

The majority of ACL's employees have terms and conditions of employment governed by enterprise agreements or modern awards which periodically require classification assessment, renegotiation or renewal. Any such classification assessment, renegotiation or renewal may result in increased direct and indirect labour costs for ACL, and issues may also arise during the processes which lead to strikes or other forms of industrial action that could disrupt ACL's operations. This could adversely impact on the financial performance and reputation of ACL.

In addition, any deterioration in the relationship with employees or unions could potentially lead to reputational damage, loss of key employees, increased direct and indirect labour costs or the inability for ACL to undertake the level of services it anticipates in the future.

ACL is currently in negotiations relating to two Enterprise agreements. ACL has managers and staff dedicated to negotiating workplace agreements and ensuring staff engagement.

ACL's exposure to international developments may impact its operations

ACL sources testing supplies such as reagents and equipment from international markets. Prices of these supplies and equipment are subject to change driven by, among other factors, foreign exchange rates, market demand and supply, and scientific and technological advancements. ACL is unable to pass on cost increases as a substantial portion of ACL's revenue is derived from the MBS with almost all community pathology being bulk-billed under the MBS and some private hospital contracts linked to services in the MBS. Any adverse movements in testing supplies and equipment may increase ACL's costs of business and may have a material adverse impact on ACL's performance.

ACL manages supply price risk by entering into long-term fixed price arrangements with major suppliers for consumable products and by sourcing consumables locally in Australia. ACL remains vigilant in actively monitoring international developments, and managing supply costs and disruptions. For example, ACL has successfully managed the surge in demand for COVID-19 testing with no material operational disruptions.

Another pandemic may impact ACL's business

Pandemic risks, such as COVID-19, pose business continuity risk to ACL. There is the risk from lockdowns across communities in response to a pandemic that the volume of routine pathology testing may be adversely impacted.

There is a risk that staff and laboratories are adversely impacted by a pandemic which limits ACL's ability to provide testing facilities. ACL staff may be frontline personnel providing collection services to customers potentially infected. Notwithstanding policies and procedures in place to mitigate such risks, there is a risk that staff in key operational roles are infected, impacting ACL's operations.

11. Matters Subsequent to the End of the Financial Year

Since the end of the financial year, the Directors are not aware of any matter or circumstance not otherwise dealt with in these financial statements that has significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

Directors' Report continued

for the year ended 30 June 2024

12. Dividends

In respect of the full year ended 30 June 2024, a final dividend of 9 cents per share (100% franked) has been declared with a record date of 5 September 2024 and payable 27 September 2024, bringing total dividends for FY24 to 12 cents per share (100% franked). This represented a dividend payout ratio of 101% of FY24 NPAT (77% of underlying NPAT).

The dividend reinvestment plan will remain suspended for the FY2024 final dividend.

13. Share Rights and Options

Information on Australian Clinical Labs Performance Rights and Service Rights is disclosed in Note 21 – Share Based Payments.

14. Remuneration Report

The Remuneration Report which forms part of this Directors' Report is presented separately from page 15.

15. Indemnification and Insurance of Directors and Officers

The Company's Constitution provides that the Company may indemnify current and former Directors, alternate Directors, Executive Officers, Officers and auditors of the Company on a full indemnity basis and to the extent permitted by the law against all liabilities and losses incurred as an officer of the Group, except to the extent covered by insurance. Further, the Company's Constitution permits the Company to maintain and pay insurance premiums for Director and Officer Liability Insurance, to the extent permitted by law.

Consistent with (and in addition to) the provisions in the Company's Constitution outlined above, the Company has also entered into deeds of access, indemnity and insurance with all Directors and certain Officers of the Company which provide indemnities against losses incurred in their role, subject to certain exclusions, including to the extent that such indemnity is prohibited by the *Corporations Act 2001* (Cth) or any other applicable law.

During the financial period, the Company paid insurance premiums for a Directors' and Officers' Liability insurance contract that provides cover for the current and former Directors, alternate Directors, Secretaries, Executive Officers and Officers of the Company and its subsidiaries. The Directors have not included details of the nature of the liabilities covered in this contract or the amount of the premium paid, as disclosure is prohibited under the terms of the contract.

The Group's auditor is Pitcher Partners (Melbourne) (PP). No payment has been made to indemnify PP during or up to the date of this report. No premium has been paid by the Group in respect of any insurance for PP. No Officers of the Group were Partners or Directors of PP whilst PP conducted audits of the Group.

16. Proceedings on behalf of the Company

There are no proceedings brought or intervened in, or applications to bring or intervene in proceedings, on behalf of the Group by a member or other person entitled to do so under section 237 of the *Corporations Act*.

17. Environmental Regulation

The operations of the Group are not subject to any site-specific environmental licences or permits which would constitute particular or significant environmental regulation under the laws of the Australian Government or an Australian Territory.

ACL, through its internal policy and processes, is committed to managing operations in an environmentally sustainable manner to maximise resource efficiency in relation to the consumption of energy and natural resources and minimise waste.

ACL will release the FY24 Environmental, Social and Governance statement in conjunction with the Annual Report.

18. Non-audit Services

There is no person who has acted as an officer of the Group during the year who has previously been a partner at Pitcher Partners when that firm conducted Clinical Labs' audit.

During the year Pitcher Partners did not provide any non-audit services.

19. Auditor's Independence Declaration



AUSTRALIAN CLINICAL LABS LIMITED
ABN: 94 645 711 128

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF
AUSTRALIAN CLINICAL LABS LIMITED**

In accordance with section 307C of the *Corporations Act 2001*, I declare to the best of my knowledge and belief in relation to the audit of the financial report of Australian Clinical Labs Limited for the year ended 30 June 2024, there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation the audit; and
- (ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* in relation the audit.

This declaration is in respect of Australian Clinical Labs Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to read "S D Whitchurch".

S D WHITCHURCH
Partner

Date: 28 August 2024

A handwritten signature in black ink, appearing to read "Pitcher Partners".

PITCHER PARTNERS
Melbourne

Pitcher Partners. An independent Victorian Partnership ABN 27 975 255 196. Level 13, 664 Collins Street, Docklands, VIC 3008
Pitcher Partners is an association of independent firms. Liability limited by a scheme approved under Professional Standards Legislation.
Pitcher Partners is a member of the global network of Baker Tilly International Limited, the members of which are separate and independent legal entities

Adelaide Brisbane Melbourne Newcastle Sydney Perth

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Directors' Report continued

for the year ended 30 June 2024

20. Rounding Amounts

The Company is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Report) Instrument 2016/191, dated 24 March 2016, and in accordance with that Instrument, amounts in this report and the financial report are rounded off to the nearest thousand dollars or, in certain cases, to the nearest dollar.

Some numerical figures included in this report have been subject to rounding adjustments. Any differences between totals and sums of components in tables or figures contained in this report are due to rounding.

21. Annual General Meeting

ACL will be holding its AGM on 25 October 2024.

Signing of Directors' Report

Signed in accordance with a resolution of the Directors made pursuant to section 298(2) of the *Corporations Act 2001*.
On behalf of the Directors.



Michael Alscher
Chair

28 August 2024

Remuneration Report

Overview

The Remuneration Report for the year ended 30 June 2024 (2024 Financial Year or FY24) forms part of the Directors' Report. It has been prepared in accordance with the *Corporations Act 2001* (Cth) (the Act), Corporations Regulation 2M.3.03, in compliance with AASB 124 Related Party Disclosures, and audited as required by section 208(3C) of the Act. It also includes additional information and disclosures that are intended to support a deeper understanding of remuneration governance and practices, for shareholders, where statutory requirements are not sufficient.

Report structure

The report is divided into the following sections:

Section	Description
1 Letter from the Chair of the Remuneration and Nominations Committee	A brief introduction from the Chair of the Remuneration and Nominations Committee outlining the Board's view of performance and reward in FY24.
2 People covered by this Report	This section provides details of the Directors and Executives who are subject to the disclosure requirements of this report, together with the Key Management Personnel (KMP), including roles and changes in roles.
3 Remuneration Overview	This section provides an overview of performance and reward for FY24, including 'at-a-glance' summaries, as well as key governance matters.
4 The Australian Clinical Labs Remuneration Strategy, Policy and Framework	This section provides details of the elements of the remuneration framework, including market positioning, changes to fixed pay, variable remuneration principles, and the terms of variable remuneration
5 The Link Between Performance and Reward in FY24	This section addresses FY24 short-and-long term variable remuneration outcomes based on performance measurement periods completed during FY24, as well as the 'achieved' remuneration outcomes for executives.
6 Statutory Tables and Supporting Disclosures	This section provides the statutory disclosures not addressed by preceding sections of the report, including statutory remuneration tables, changes in equity, KMP service agreements, related party loans/transactions, and the engagement of external remuneration consultants.

Letter from the Chair of the Remuneration and Nominations Committee



Dear Shareholders,

On behalf of the Board of ACL I am pleased to present the 2024 Remuneration Report, summarise the performance outcomes for the past year and outline our remuneration strategy.

Your Company is driven by the expertise of over 4,500 employees across Australia. From collection centres to medical practices to hospitals to laboratories, this team represents the initial touchpoint for health determination for millions of Australians.

Your management team have unique skills and deep insight into our industry. The Board continues to ensure remuneration meets the market expectations and correctly recognises the efforts of our people, individually and collectively to grow and expand the business. Of course, individual skill is also interwoven with regard to the behaviours expected by our shareholders, the communities in which we work and our customers.

This past year has seen efforts by ACL to grow through the acquisition of a competitor. The work done by management was extraordinary, absorbing a huge amount of personal time. I'd like to thank them again for their effort, especially after the years of demand on their time during COVID-19. This acquisition activity blocked any share-trading by the Executive for most of the past year.

At the Board we saw the return of our Chair, Michael Alscher, and the addition of Ms Christine Bartlett, who has added even further depth to an already strong Board. The Board and the Board Committees have each had internal assessments and any suggestions implemented. Board Fees are to remain unchanged for FY25.

Last year I told you we would further increase our focus on ensuring our supply chains complied with the demands of Modern Slavery guidelines. This and our continued drive to de-carbonise the operations was given focus in the Executive remuneration system.

Our continued focus on health and safety resulted in a LTIFR at year end of 2.25 against the National Standards Benchmark of 3.0, which was pleasing. Our safety programs have expanded to address recent government legislation in relation to preventing discrimination, bullying and harassment. Over the past year we have implemented the 'Respect @ CL' program. This program engages every employee, offers external advice and support and has very clear guidelines on what is needed to have a safe and inclusive workplace.

FY24 remuneration outcomes

The FY24 remuneration outcomes for the current KMP are noted:

- Short Term Variable Remuneration (STVR) – The award of the STVR in FY24 is based on an Underlying EBITDA (excluding AASB 16) target, with the actual EBITDA achievement resulting in a 70% payout of target, or 35% of the maximum.
- Long Term Variable Remuneration (LTVR) – The first grant of Performance Rights issued in May 2021 had a three-year measurement period from FY22 to FY24, ending on 30 June 2024, with the performance measure being an Index Total Shareholder Return (iTSR). The Group's iTSR measure was not achieved over this three-year period, which was largely impacted by the COVID-19 pandemic, and as such, no LTVR has been achieved in FY24. These rights have been forfeited following year end.

Executive Remuneration Framework for FY25

After the tumultuous period defined by the COVID-19 epidemic, we have entered a more 'business as usual' period. We again used the expertise of GRG Consulting and Calaur Advisory to help fashion STVR, LTVR and assess total remuneration of each role against the market and our competitors.

We have also seen expanded demand for our skilled employees as some competitors struggle to restructure their businesses. Each manager's total remuneration has been assessed against market and competitors.

These two factors have led to some changes in Variable Remuneration targets to match the change in business conditions.

In FY25 our STVR will be measured on EBITDA margin, EBITDA and personal KPIs.

LTVR will move from one to three metrics. Two metrics are performance based – which align with shareholders, (rTSR and EPS) and one is service based. TSR changes from indexed to relative.

Our focus on skills and growth for our management continues. Egon Zehnder has begun the initial deep skills assessments and reviews of the executives to assess development opportunities. Investing in our team is a critical element for the growth and stability of your business.

At ACL a job title rarely explains the responsibilities of any individual. Skills and experience are captured and used across all States and areas in the business, as required. ACL builds and uses structured and flexible teams to execute business enhancements. Our remuneration system aims to provide enough flexibility to recognise those contributions.

We have seen significant change in the business over the last few years and we will continue to review our executive reward offering to ensure it both attracts, motivates and retains our existing, excellent team and attracts new executives in the future.

On behalf of the Committee and Board I would like to thank you for your continued support.



Mr Andrew Dutton
Chair, Remuneration and Nominations Committee

Directors' Report continued

for the year ended 30 June 2024

a. People covered in this Report

This Report covers KMP which are defined as those who have the authority and responsibility for planning, directing and controlling the activities of ACL.

Name	Role at year end	Appointed	Resigned	Committee membership	
				Audit and Risk	Remuneration and Nominations
Non-Executive KMP					
Michael Alscher*	Board Chair	19/12/2020		M	
Nathanial Thomson*	Non-Executive Director	19/12/2020			M
Andrew Dutton	Independent Non-Executive Director	28/4/2021		M	C
Dr Leanne Rowe AM	Independent Non-Executive Director	28/4/2021			M
Dr Michael Stanford AM	Independent Non-Executive Director	28/4/2021	19/10/2022	M	
Mark Haberlin	Independent Non-Executive Director	28/4/2021		C	
Daren McKennay	Non-Executive Director	3/7/2023**	11/9/2023**	M	
Christine Bartlett	Independent Non-Executive Director	23/8/2023		M	M
Executive KMP					
Melinda McGrath*	Chief Executive Officer and Executive Director	9/11/2015			
James Davison	Chief Financial Officer	1/2/2011	26/4/2024		

* Were previously Directors of Clinical Laboratories Pty Ltd prior to the incorporation of Australian Clinical Labs Limited.

** Temporary replacement for Michael Alscher while leave taken from 3 July 2023 to 11 September 2023.

M = Member, C = Chair

Note: Appointment dates of Non-Executive KMPs above is the appointment date in Australian Clinical Labs Limited. Michael Alscher and Nathanial Thompson were appointed as Directors of Clinical Laboratories Pty Ltd, the preceding parent entity of the Group, on 11 August 2015 and 30 April 2018 respectively.

b. Remuneration Overview

FY24 Executive remuneration structure at-a-glance

The following diagram outlines the executive KMP remuneration cycle under the remuneration framework.

Component	FY24	FY25	FY26	FY27	FY28
Fixed	Fixed Pay Cash and Benefits				
Short-Term	STVR Performance Period	Audit and Metric Assessment			
		Cash Award			
Long-Term	LTVR Performance Period – Performance Rights and SARs with a TSR Vesting Condition and ESG gate			Audit, Metric Assessment, Vesting, Exercise up to 5th Year.	

The table above represents the components of the FY24 remuneration being fixed component payable during the year, short-term payable in FY25 as a result of audit and matrix assessment based on the FY24 year and long-term exercisable in FY27 based on TSR from FY24 to FY26.

During FY24 there have been no changes to the existing STVR plan, however the LTVR plan had ESG gates added.

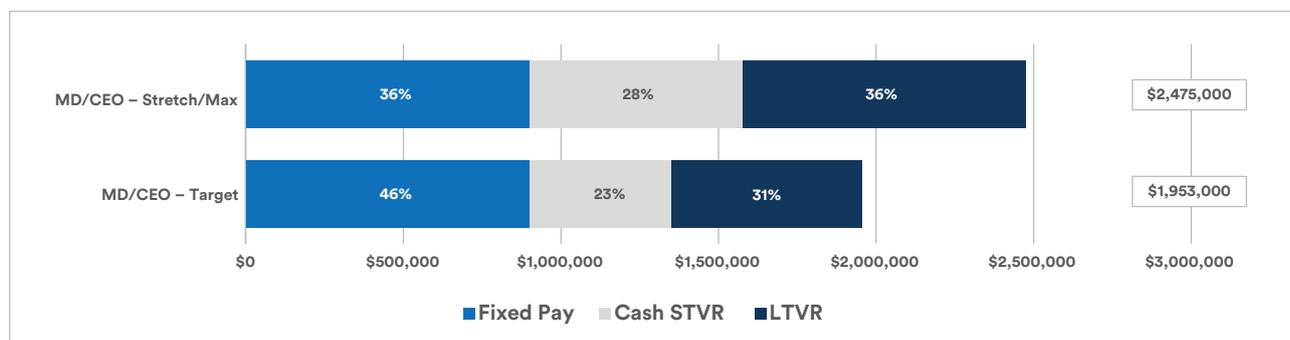
Key KMP Remuneration Governance Developments in FY24

There were no key remuneration governance developments that occurred in FY24.

FY25 Executive Remuneration Opportunities

In FY25, both the STVR and LTVR have been revised to match changes in business conditions.

The following charts outline the remuneration opportunities for FY25 under the proposed remuneration structures, with the outcomes dependent on performance over FY25 for STVR and over FY25 to FY27 for LTVR.



Directors' Report continued

for the year ended 30 June 2024

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework

Executive remuneration – Fixed Pay (FP), Total Remuneration Package (TRP) and the variable remuneration framework

Fixed Pay (FP) comprises base salary plus any other fixed elements such as superannuation, allowances, benefits and fringe benefits tax for example. Fixed Pay is intended to be positioned at P50 of market benchmarks for comparably designed roles.

Total Remuneration Package (TRP) is intended to be composed of an appropriate mix of remuneration elements including FP, Short-Term Variable Remuneration (STVR) and Long-Term Variable Remuneration (LTVR). The Target TRP (TTRP), being the TRP value at target/expected performance, is generally intended to fall around the P62.5 of market benchmarks, subject to smoothing for volatility across role samples at the same level. The Board views P62.5 market positioning as an indicator of P50 TTRP opportunities due to the impact of AASB 2/IFRS 2 and nil (sometimes negative) values that often appear in market data based on statutory disclosure, dragging down the market data compared to actual remuneration opportunities. That is, share-based payment expenses for accounting purposes may be nil (sometimes negative) in market data therefore the Board views P62.5 market positioning as an indicator of P50.

Variable remuneration is not a 'bonus', but a blend of at-risk remuneration (below target) and incentives (above target and up to stretch/maximum). Metrics selected are intended to be linked to the primary drivers of value creation for stakeholders, and successful implementation of the long-term strategy over both the short and long term. Thresholds are intended to be a near-miss of expectations, while target is intended to be a challenging but realistically achievable objective with a probability of around 50% to 60%. Stretch on the other hand is designed to be exceptionally challenging with a probability of around 10% to 20%.

The Board's approach to the variable remuneration framework and how it fits within the remuneration policy is demonstrated in the below graphic:

Variable Remuneration Component	Policy Market Position – TRP	Performance
Target to Stretch – Incentive/Upside	P100+ P62.5 to P100	Exceeds Expectations
Target – Expected Reward	P62.5	Meets Expectations
Threshold to Target – At Risk/Down Side	P50 to P62.5 P50	Below Expectations
Fixed Pay Only	P10 (to P50 of Fixed Pay Benchmarks)	Below Threshold

Executive KMP remuneration will be tested annually by reference to appropriate independently sourced comparable benchmark data, and specific advice as may be appropriate from time to time. Benchmark groups are generally designed to be based on 20 companies from the same market sector, within a range of 50% to 200% of the market value of the Company at the time, and evenly balanced to ensure measures of central tendency are highly relevant. Benchmarks may be adjusted upwards or downwards for variations in role design compared to market benchmark roles, and individual remuneration may vary by +/- 20% compared to the policy midpoint, to reflect individual/incumbent factors such as experience, qualifications and performance.

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework (continued)

Short-Term Variable Remuneration (STVR) plan

A description of the current STVR structure (FY24) is set out below.

Description	Current Plan (FY24)
Purpose	To provide at-risk remuneration and incentives that reward executives for performance against annual objectives set by the Board at the beginning of the financial year. Objectives selected are designed to support long-term value creation for shareholders, and link to the long-term strategy on an annual basis.
Measurement Period	The financial year of the Company.
Opportunity	The target value is 50% of Fixed Pay for the CEO, with a maximum/Stretch of 100% of Fixed Pay. The target value is 40% of Fixed Pay for the CFO, with a maximum/Stretch of 80% of Fixed Pay.
Outcome Metrics and Weightings	The STVR is dependent on meeting Group performance objectives. The metrics are based off EBITDA (ex AASB 16) performance. This metric was selected because it is viewed by the Board as the primary drivers of value creation for the business.
Settlement	Awards are determined following auditing of accounts after the end of the financial year.
Service Condition	STVR is subject to the participant remaining employed on the last day of the financial year unless otherwise determined by the Board.
Malus and Clawback	The STVR is currently subject to malus and clawback clauses.
Board Discretions	The Board has discretion to modify the awards payable to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement Period.
Corporate Actions	The Board has discretion to determine the treatment of unpaid STVR in the case of major corporate actions such as a change in control, delisting, major return of capital or demerger.

In FY25, the STVR plan will be revised to reduce the stretch opportunities, introduction of a gate, as well as expanding the metrics to three measures being EBITDA (ex AASB 16), EBITDA % (ex AASB 16) and strategic goals.

Directors' Report continued

for the year ended 30 June 2024

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework (continued)

Long-Term Variable Remuneration (LTVR) plan

A description of the current LTVR structure (FY24) is set out below.

Description	Current Plan (FY24)
Purpose	To provide at-risk remuneration and incentives that reward executives for performance against long-term value creation objectives set by the Board at the beginning of the financial year and to align the interests of executives with the interests of shareholders through 'skin in the game'.
Measurement Period	Three financial years including the financial year of grant.
Opportunity	The target value is 50% of Fixed Pay for the CEO, with a maximum/stretch of double the target, or 100% of Fixed Pay. The target value is 40% of Fixed Pay for the CFO, with a maximum/stretch of 80% of Fixed Pay.
Instrument	The Awards that may be offered under the LTVR Plan consist of Performance Rights for the CEO and CFO.
Price and Exercise Price	The Price is nil, because it forms part of the remuneration of the participant. The Exercise Price is nil.
Allocation Method	The Rights are valued using the following method: $\text{Right Value} = \text{Share Price} - (\text{Annual Dividend} \times \text{Years to First Exercise})$ $\text{The Number of Rights to be granted} = \text{FP\$} \times \text{Target LTVR \%} \div \text{Target Vesting \%} \div \text{Right Value}$ $\text{Share Price} = \text{Volume Weighted Average Price during last 21 days or listing price if less than 21 days.}$ Note: dividing target \$ by the vesting % at target grosses the grant up to the stretch \$ level.

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework (continued)

Performance Metrics and Weightings

Granted Performance Rights have an Indexed Total Shareholder Return (iTSR) vesting condition (100% weighting). The vesting of such Performance Rights will be determined by comparing the Company's TSR over the Measurement Period with the TSR of the S&P/ASX 300 industrials Ex-Financials and Resources Index.

50% of the Performance Rights will vest based on the following vesting schedule:

Performance Level	Company's TSR compared to S&P/ASX 300 Ex-Financials and Resources Index over performance period	% of Tranche Vesting
Target	Index TSR + 5% CAGR	100%
Threshold	Index TSR	50%

Outcomes that fall between the threshold and target level of performance will result in a pro-rata calculation being applied.

50% of the Performance Rights will vest based on the following vesting schedule:

Performance Level	Company's TSR compared to S&P/ASX 300 Ex-Financials and Resources Index over performance period	% of Tranche Vesting
Stretch	Index movement + 10% CAGR	100%
Below stretch	< Index TSR +10% CAGR	0%

There will be no pro-rata calculation applied for outcomes that fall below the stretch level of performance.

TSR is the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the measurement period. It is annualised for the purposes of the above vesting scale. The TSR of the Company over the measurement period will be calculated and converted to a compound annual growth rate (CAGR) value for the purposes of assessment against this scale. During periods of nil dividends being declared, TSR is equal to change in share price.

This metric was selected because it is the best measure of value creation for shareholders that adjusts for windfall gains and losses arising from broad market movements.

Equity grants are tested against the performance measures set. If the performance hurdles are not met at the vesting date, Performance Rights lapse.

Gate	iTSR Performance Rights are subject to a gate of TSR for ACL being positive for the Measurement Period to ensure the grant does not vest when shareholders are losing value. There were also two gates relating to ESG requirements being achieved.
Settlement	The Rights are 'Indeterminate' which may be settled in the form of a Company Share (including a Restricted Share), or cash equivalent, upon valid exercise.
Term	Rights must be exercised within five years of the Grant Date, otherwise they lapse.
Service Condition	In addition to the performance conditions, continued service during the full Measurement Period is a requirement in order for any Rights to become eligible to vest.

Directors' Report continued

for the year ended 30 June 2024

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework (continued)

Malus and Clawback	The LTVR plan includes malus and clawback clauses which will result in forfeiture of unvested Rights in a range of circumstances, including material misstatements resulting in overpayment, the participant joining a competitor or being involved in actions that are deemed to have harmed other stakeholders.
Board Discretions	The Board has discretion to modify vesting to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement Period.
Corporate Actions	<p>In the case of a Change in Control, unvested Rights will vest in the proportion that the elapsed portion of the Measurement Period bears to the full Measurement Period. The Board, in its discretion, may determine that none, some or all of the remaining unvested Rights also vest. Any Rights that remain unvested following exercise of the Board's discretion will lapse.</p> <p>In the case of a major return of capital or demerger, the Board has discretion to bring forward vesting or to alter the number of Rights or the Exercise Price or to alter Vesting Conditions to ensure that the outcomes are fair to participants. This is because following such an event the share price is likely to be materially different from the basis of the grant, and performance conditions set may be unable to be met.</p>

In FY25, the LTVR plan will be revised to remove iTSR and introduce rTSR. Further, two additional metrics are planned to be added, being an Earnings Per Share Compound Annual Growth Rate and a Retention element.

c. The Australian Clinical Labs Remuneration Strategy, Policy and Framework (continued)

Non-Executive Director (NED) fee policy

The following outlines the principles that Australian Clinical Labs applies to governing NED remuneration:

Principle	Comment
Fees are set by reference to key considerations	Fees for Non-Executive Directors are based on the nature of the Directors' work and their responsibilities, taking into account the nature and complexity of the Company and the skills and experience of the Director. Non-Executive Directors' fees are recommended by the Remuneration and Nominations Committee and determined by the Board. External consultants may be used to source the relevant data and commentary or to obtain independent recommendations given the potential for a conflict of interest in the Board setting its own fees.
Remuneration is structured to preserve independence whilst creating alignment	To preserve independence and impartiality, Non-Executive Directors are not entitled to any form of variable remuneration payments and the level of their fees is not set with reference to measures of the Company's performance. Non-Executive Directors are encouraged to hold shares in the Company, however they do not currently receive equity as part of their remuneration.
Aggregate Board fees	The total amount of fees paid to Non-Executive Directors is within the aggregate amount disclosed in the Company Constitution of \$1,500,000 per annum.

The following outlines the Board fees applicable as at the end of FY24:

Role/Function	Main Board	Audit Committee	Remuneration and Nominations Committee
Chair	\$180,000	\$15,000	\$15,000
Member	\$120,000	\$10,000	\$10,000
Independent Chair	\$181,636	\$15,136	\$15,136
Independent Member	\$121,091	\$10,091	\$10,091

Note: Fees are expressed as inclusive of superannuation. Non-Executive Directors are also reimbursed for their reasonable out-of-pocket expenses that are incurred in the discharge of their role.

There is no planned increase in the table above for FY25.

Other elements of the KMP remuneration governance framework

The following outlines the other elements that together with the foregoing form the KMP remuneration governance framework:

- The Remuneration and Nominations Committee Charter, which outlines the roles and responsibilities of the committee. This is available for inspection on the Company website.
- The Securities Trading Policy, which outlines under what circumstances and when trading in ACL securities by KMP and other nominated employees may be permitted or prohibited.
- External Remuneration Consultant (ERC) Engagement Policy which is intended to ensure the independence of any recommendation received regarding KMP remuneration, and which supports the Board's published statements regarding such recommendations. In addition to the requirements outlined in the Corporations Act, it requires the ERC to notify the Board if management makes contact with the ERC on remuneration matters outside of interactions approved or supervised by the Board, such as the provision of factual information for benchmarking purposes.

Directors' Report continued

for the year ended 30 June 2024

d. The Link between Performance and Reward in FY24

The Board views the outcomes of remuneration for FY24 performance as appropriately aligned with stakeholder interests generally, given the strong group and individual performance against annual objectives, the substantial shareholder value created through share price growth, and progress towards strategy objectives made by the executive team.

FY24 STVR Outcomes

The STVR plan is designed to reward executives for the achievement against annual performance objectives set by the Board at the beginning of the performance period. The payment of an STVR is dependent on delivery of performance against a range of outcome metrics. The primary metrics and outcomes of assessment against those metrics are summarised below:

Metric/Measure	Weight	Performance	Outcome (% of Target)	% of Target/ Max \$ Payable
Underlying EBITDA (ex AASB 16)				
This metric is viewed as the primary financial driver of shareholder value creation under the current strategy.	100%	\$66.2m	<p>▼70%</p> <p>Threshold 50% Target 100% Stretch 200%</p>	70% of Target/ 35% of Max

FY24 LTVR Outcomes

The LTVR plan was designed around long-term value creation with performance rights issued in May 2021 having a measurement period from FY22 to FY24. The three-year measurement period has been completed and as a result of performance testing failing to meet thresholds, no rights will vest for the FY22 performance rights.

Achieved total remuneration package for FY24

The following outlines 'Achieved' total remuneration, including the portions of maximum variable remuneration that were awarded or vested, and portions that were forfeited or lapsed as the result of performance assessments:

Name	Role(s)	Year	Fixed Pay (incl Super)		Total STVR Awarded Following Completion of the Financial Year			Achieved Total Remuneration Package (TRP)
			Amount	% of TRP	Amount ⁽ⁱ⁾	% of Max Awarded	% of TRP	
Ms Melinda McGrath	Chief Executive Officer and Executive Director	FY24	\$912,781	74%	\$314,967	35%	26%	\$1,227,748
		FY23	\$911,703	100%	\$0	0%	0%	\$911,703
Mr James Davison	Chief Financial Officer	FY24	\$801,450	100%	\$0	0%	0%	\$801,450
		FY23	\$504,996	100%	\$0	0%	0%	\$504,996

(i) This is the value of the total STVR award calculated and accrued during the reporting period. It will be settled following the release of the full year results.

e. Statutory Tables and Supporting Disclosures

The following table outlines the statutory remuneration of executive KMP. These disclosures have been calculated in accordance with the Australian Accounting Standards:

Name	Role(s)	FY	Fixed Pay				Variable Remuneration				Total for Year			Other Statutory Items	
			Salary	Super	Benefits ⁽ⁱⁱ⁾	Other	Total Fixed Pay		Cash STVR ⁽ⁱ⁾	LTVR ⁽ⁱⁱ⁾		Statutory Total Remuneration Package (TRP)	Change in Accrued Leave		Termination Benefits
							Amount	% of TRP		Amount	% of TRP				
Ms Melinda McGrath	Chief Executive Officer and Executive Director	FY24	\$872,508	\$27,399	\$12,874	\$912,781	58%	\$314,967	20%	\$353,934	22%	\$1,581,682	(\$21,347)	\$0	
		FY23	\$872,508	\$27,492	\$11,703	\$911,703	84%	\$0	0%	\$167,243	16%	\$1,078,946	\$96,698	\$0	
Mr James Davison	Chief Financial Officer	FY24	\$604,629 ^(iv)	\$25,116	\$171,705	\$801,450	121%	\$0	0%	(\$141,369)	-21%	\$660,080	(\$346,178)	\$0	
		FY23	\$467,520	\$27,480	\$9,996	\$504,996	87%	\$0	0%	\$75,073	13%	\$580,069	\$35,694	\$0	

(i) Note that the STVR value reported in this table is the STVR that was accrued during the reporting period. This will be paid following the release of the full year results.

(ii) Note that the LTVR value reported in this table is the amortised accounting charge of all grants that have not lapsed or vested as at the start of the reporting period. Where a market-based measure of performance is used such as TSR, no adjustments can be made to reflect actual LTVR vesting.

(iii) Other benefits include items such as car parking, car allowances, FBT, cash payment for trading restriction imposed, etc.

(iv) Note that the salary number for Mr James Davison for FY24 includes annual leave and long service leave paid out on conclusion of employment as highlighted in the change in accrued leave balance.

Directors' Report continued

for the year ended 30 June 2024

e. Statutory Tables and Supporting Disclosures (continued)

Non-Executive Director KMP statutory remuneration of FY24

The following table outlines the statutory and audited (A-IFRS) remuneration of NEDs (\$, except where otherwise indicated):

Name	Role(s)	Year	Cash Board Fees	Committee Fees	Superannuation	Other Benefits ⁽ⁱ⁾	Total
Mr Michael Alscher	Board Chair	FY24	\$144,692	\$8,038	\$0	\$0	\$152,730
		FY23	\$180,000	\$10,000	\$0	\$0	\$190,000
Mr Darren McKennay	Board Chair	FY24	\$35,308	\$1,962	\$0	\$0	\$37,270
		FY23	\$0	\$0	\$0	\$0	\$0
Mr Nathaniel Thomson	Non-Executive Director	FY24	\$120,000	\$10,000	\$0	\$0	\$130,000
		FY23	\$120,000	\$10,000	\$0	\$0	\$130,000
Mr Andrew Dutton	Independent Non-Executive Director	FY24	\$109,091	\$22,727	\$14,500	\$0	\$146,318
		FY23	\$109,091	\$22,727	\$13,840	\$0	\$145,658
Dr Leanne Rowe AM	Independent Non-Executive Director	FY24	\$109,091	\$9,091	\$13,000	\$0	\$131,182
		FY23	\$109,091	\$9,091	\$12,409	\$10,045	\$140,636
Dr Michael Stanford AM	Independent Non-Executive Director	FY24	\$0	\$0	\$0	\$0	\$0
		FY23	\$36,199	\$3,017	\$4,118	\$5,219	\$48,553
Mr Mark Haberlin	Independent Non-Executive Director	FY24	\$109,091	\$13,636	\$13,500	\$0	\$136,227
		FY23	\$109,091	\$13,636	\$12,886	\$10,046	\$145,659
Ms Christine Bartlett	Independent Non-Executive Director	FY24	\$93,846	\$6,818	\$11,073	\$0	\$111,737
		FY23	\$0	\$0	\$0	\$0	\$0

(i) The Board (with each of the interested Directors abstaining) determined to increase the superannuation payments to Independent Non-Executive Directors in FY24 to 0.5% in line with the applicable super guarantee rate in that period. The column of the above table entitled 'Other Benefits' relates to payments made to Directors who were members of the Risk Committee in FY23 (which subsequently merged with the Audit Committee in FY23).

e. Statutory Tables and Supporting Disclosures (continued)

KMP equity interests and changes during FY24

Movements in equity interests held by Executive KMP during the reporting period, including their related parties, are set out below. All equity interests are granted by the listed entity unless otherwise specified:

Name	Instrument	Number Held at 1 July 2023	Granted FY24		FY24 Sold	FY24 Forfeited	Number Held at 30 June 2024	Forfeited since 30 June 2024
		Number	Date Granted	Number	Number	Number	Number	Number
Ms Melinda McGrath	Shares	2,923,331	–	–	–	–	2,923,331	–
	Rights	485,344	19/12/2023	395,490	–	–	880,834	(247,252)
Mr James Davison	Shares	251,464	–	–	(251,464)	–	–	–
	Rights	217,864	19/12/2023	177,531	–	(395,395)	–	–
TOTALS		3,878,003	n/a	573,021	(251,464)	(395,395)	3,804,165	(247,252)

Movements in equity interests held by Non-Executive KMP during the reporting period, including their related parties, are set out below:

Name	Instrument	Number Held at 1 July 2023	FY24 Purchased/ Other	Number Held at 30 June 2024
		Number	Number	Number
Mr Michael Alscher	Shares	280,502	–	280,502
Mr Andrew Dutton	Shares	81,897	–	81,897
Dr Leanne Rowe AM	Shares	5,000	–	5,000
Mr Mark Haberlin	Shares	47,500	–	47,500
Ms Christine Bartlett	Shares	–	20,000	20,000

Directors' Report continued

for the year ended 30 June 2024

e. Statutory Tables and Supporting Disclosures (continued)

The following outlines the accounting values and potential future costs of equity remuneration granted for executive KMP:

Equity Grants						Fair Value Each At Grant Date	Total Fair Value at Grant Date	Value Expensed in FY24	Max Value to be Expensed in Future Years
Name	Tranche	Grant Type	Number	Vesting Conditions	Grant Date				
Ms Melinda McGrath	Tranche 1	LTVR Rights	123,626	iTSR	25/05/2021	\$3.64	\$449,999	\$99,340	\$0
	Tranche 2	LTVR Rights	123,626	iTSR	25/05/2021	\$3.64	\$449,999	\$67,052	\$0
	Tranche 3	LTVR Rights	119,046	iTSR	13/03/2023	\$3.78	\$449,994	\$62,561	\$68,868
	Tranche 4	LTVR Rights	119,046	iTSR	13/03/2023	\$3.78	\$449,994	\$55,554	\$61,155
	Tranche 5	LTVR Rights	197,745	iTSR	19/12/2023	\$2.28	\$450,859	\$41,402	\$177,700
	Tranche 6	LTVR Rights	197,745	iTSR	19/12/2023	\$2.28	\$450,859	\$28,025	\$120,284
TOTALS	n/a	n/a	880,834	n/a	n/a	n/a	\$2,701,704	\$353,934	\$428,007

Rights granted under the LTVR in May 2021 didn't meet the performance targets and as such have been forfeited post year end.

All rights granted in FY23 will expire in FY27 and may only be exercised after vesting which is expected to occur after release of the year ended 30 June 2025 results. All rights granted in FY24 will expire in FY28 and may only be exercised after vesting which is expected to occur after release of the year ended 30 June 2026 results.

The total fair value at grant date differs from the total value expected to be expensed through the profit and loss due to the measure of the plan using the Monte Carlo valuation for accounting purposes, which is different to the valuation at grant date.

KMP Service Agreements

Executive KMP Service Agreements

The following outlines current executive KMP service agreements:

Name	Position Held at Close of FY21	Employing Company	Duration of Contract	Period of Notice	
				From Company	From KMP
Ms Melinda McGrath	Chief Executive Officer and Executive Director	Clinical Laboratories Pty Ltd	No fixed term	6 months	6 months

e. Statutory Tables and Supporting Disclosures (continued)

Non-Executive Directors service agreements

Non-Executive Directors are appointed under service agreements. The service agreements stipulate that Non-Executive Directors' fees are inclusive of superannuation and that Non-Executive Directors are not eligible for any termination benefits or other contractual or statutory entitlements (other than superannuation) following termination of their office.

Other Statutory Disclosures

Loans to KMP and their related parties

During the financial year and to the date of this report, the Company has not made any loans to Directors.

The Company did make a short-term loan to Mr James Davison (KMP) during the year due to the restriction put on him and his ability to trade his securities while the take-over bid was occurring with Healius. This loan was repaid during the period and there is no outstanding balance at year end.

There were no other loans to any other KMP.

There are no loan balances outstanding as at 30 June 2024 with any related parties.

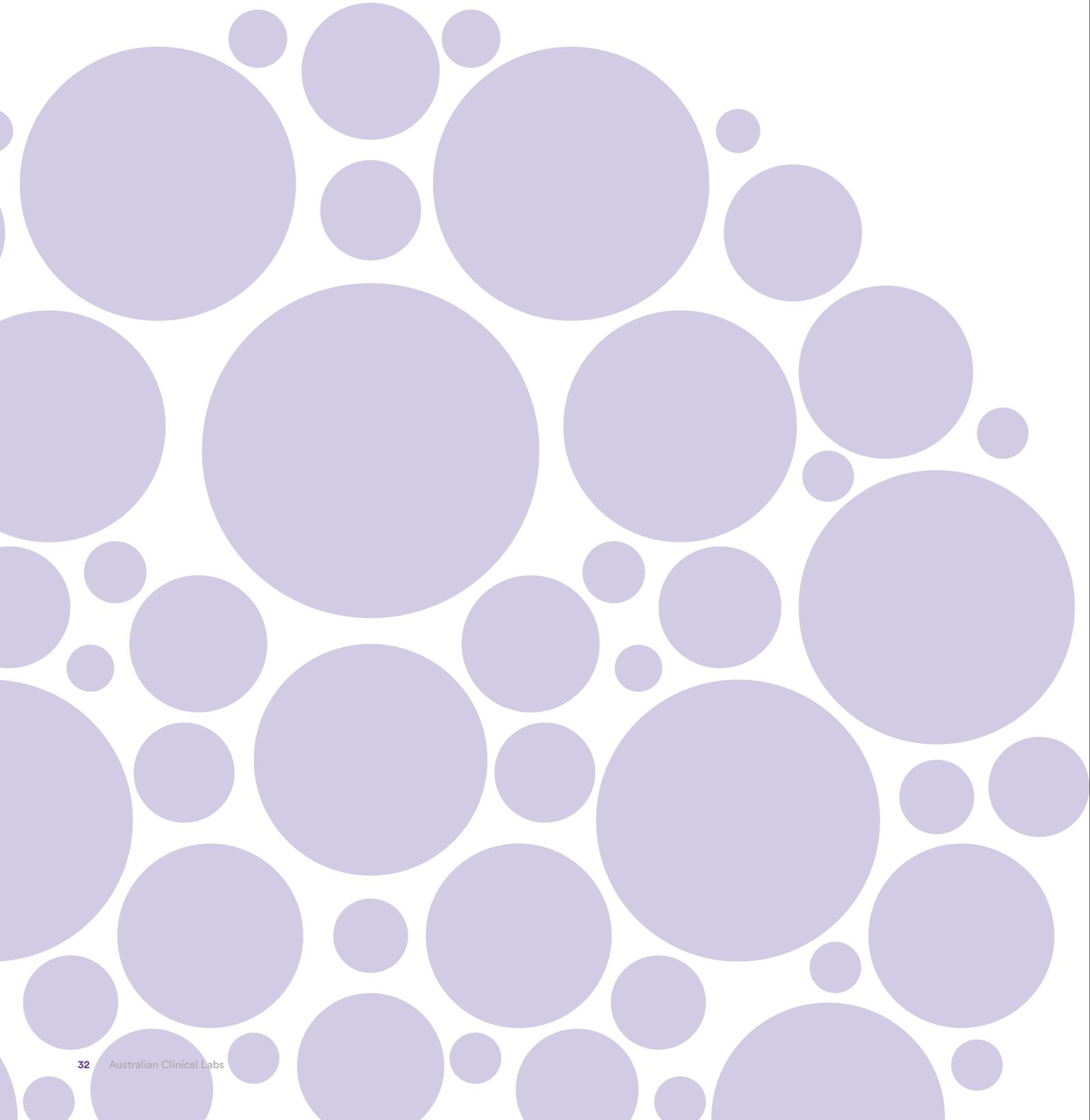
Other transactions with KMP

Certain Directors and KMP, or their personally-related entities (Related Parties), hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. A number of those entities transacted with the Company in the FY24 reporting period. The terms and conditions of the transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions with unrelated entities on an arm's-length basis.

There were no transactions which occurred with entities controlled by Related Parties.

Financial Statements 2024

For the year ended 30 June 2024



Consolidated statement of profit or loss

for the year ended 30 June 2024

	Note	2024 \$'000	2023 \$'000
Revenue	3	696,368	697,072
Other income	3	1,175	7,684
Total		697,543	704,756
Consumables		(119,320)	(126,083)
Labour costs		(303,529)	(296,193)
Property costs	4(b)	(12,105)	(15,104)
Repairs and maintenance		(7,414)	(8,071)
Healius transaction costs		(4,653)	(8,281)
Acquisition, restructuring and other insurance related expenses		(6,169)	(2,627)
Other operating expenses		(63,021)	(63,649)
Depreciation	4(a)	(13,528)	(14,260)
Depreciation of right-of-use assets	4(a)	(114,671)	(108,267)
Amortisation of intangible assets		(228)	(228)
Total operating costs		(644,638)	(642,763)
Earnings before interest and tax		52,905	61,993
Net finance costs	5	(16,539)	(13,683)
Profit before income tax		36,366	48,310
Income tax expense	6	(12,122)	(12,268)
Profit for the year		24,244	36,042
Net (profit) attributable to non-controlling interests		(310)	(141)
Net profit to members of Australian Clinical Labs Limited		23,934	35,901
Earnings per share		Cents per share	Cents per share
Basic earnings per share from continuing operations	22	12.03	17.90
Diluted earnings per share from continuing operations	22	12.00	17.85

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

Consolidated statement of other comprehensive income

for the year ended 30 June 2024

	2024 \$'000	2023 \$'000
Profit for the year	24,244	36,042
Other comprehensive income		
Items that may be reclassified subsequently to profit and loss		
Exchange differences on translation of foreign operations	(24)	(40)
Other comprehensive income for the year, net of tax	(24)	(40)
Total comprehensive income for the year	24,220	36,002
Total comprehensive income attributable to:		
Members of Australian Clinical Labs Limited	23,910	35,861
Non-controlling interests	310	141
	24,220	36,002

The above consolidated statement of other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated statement of financial position

as at 30 June 2024

	Note	2024 \$'000	2023 \$'000
Current Assets			
Cash and cash equivalents	26(a)	26,136	19,955
Trade and other receivables	7	81,434	73,710
Inventories	8	16,826	15,092
Other assets	9	9,205	5,955
Current tax assets	10	–	1,247
Total Current Assets		133,601	115,959
Non-Current Assets			
Plant and equipment	11	41,906	50,299
Right-of-use assets	12	239,798	238,139
Intangible assets	13	164,944	165,172
Other assets	9	2,068	1,111
Deferred tax assets	14	10,743	8,233
Total Non-Current Assets		459,459	462,954
Total Assets		593,060	578,913
Current Liabilities			
Trade and other payables	15	53,006	41,364
Lease liabilities	16	104,709	101,085
Provisions	18	46,210	45,323
Deferred consideration		95	145
Current tax liabilities	10	3,236	8
Other liabilities		447	–
Total Current Liabilities		207,703	187,925
Non-Current Liabilities			
Lease liabilities	16	149,126	149,538
Borrowings	17	55,064	65,696
Provisions	18	3,402	3,083
Total Non-Current Liabilities		207,592	218,317
Total Liabilities		415,295	406,242
Net Assets		177,765	172,671
Equity			
Issued capital	19	791,762	792,140
Reserves	20	(773,288)	(774,964)
Retained earnings		159,054	155,241
Total Parent Entity Interest		177,528	172,417
Non-Controlling Interest		237	254
Total Equity		177,765	172,671

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

Consolidated statement of changes in equity

for the year ended 30 June 2024

	Issued capital \$'000	Reserves \$'000	Retained earnings \$'000	Total \$'000	Non-controlling interest \$'000	Total \$'000
2024						
Opening balance at 1 July 2023	792,140	(774,964)	155,241	172,417	254	172,671
Profit for the year	–	–	23,934	23,934	310	24,244
Exchange differences on translation of foreign operations	–	(24)	–	(24)	–	(24)
Total other comprehensive income for the year net of tax	–	(24)	–	(24)	–	(24)
Total comprehensive income for the year	–	(24)	23,934	23,910	310	24,220
Transactions with owners in their capacity as owners						
Share-based payments (Note 21)	–	3,064	–	3,064	–	3,064
Dividend declared and paid	–	–	(19,949)	(19,949)	–	(19,949)
Dividend paid to minority interest in controlled entities	–	–	–	–	(388)	(388)
Acquisition of minority interests	–	–	(172)	(172)	61	(111)
Acquisition of treasury shares (Note 19)	(1,742)	–	–	(1,742)	–	(1,742)
Allocation of treasury shares (Note 19)	1,364	(1,364)	–	–	–	–
Closing balance at 30 June 2024	791,762	(773,288)	159,054	177,528	237	177,765
2023						
Opening balance at 1 July 2022	793,031	(776,807)	216,220	232,444	113	232,557
Profit for the year	–	–	35,901	35,901	141	36,042
Exchange differences on translation of foreign operations	–	(40)	–	(40)	–	(40)
Total other comprehensive income for the year net of tax	–	(40)	–	(40)	–	(40)
Total comprehensive income for the year	–	(40)	35,901	35,861	141	36,002
Transactions with owners in their capacity as owners						
Share-based payments (Note 21)	–	1,883	–	1,883	–	1,883
Dividend declared and paid	–	–	(96,880)	(96,880)	–	(96,880)
Acquisition of treasury shares (Note 19)	(891)	–	–	(891)	–	(891)
Closing balance at 30 June 2023	792,140	(774,964)	155,241	172,417	254	172,671

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

Consolidated statement of cash flows

for the year ended 30 June 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Receipts from customers and government grants		694,676	718,729
Payment to suppliers and employees		(508,755)	(543,474)
Cash provided by operations		185,921	175,255
Interest received	5	501	182
Interest and costs of finance paid		(16,673)	(13,847)
Income tax paid		(10,157)	(17,909)
Net cash provided by operating activities	26(b)	159,592	143,681
Cash flows from investing activities			
Proceeds from sale of plant and equipment		325	236
Purchase of plant and equipment		(6,505)	(6,934)
Payments for business combinations (net of cash acquired)		(1,067)	(5,484)
Net cash used in investing activities		(7,247)	(12,182)
Cash flows from financing activities			
Principal portion of lease payments		(113,060)	(106,105)
Payments for treasury shares	19(d)	(1,742)	(891)
Repayment of borrowings		(25,000)	(34,500)
Proceeds from borrowings		14,000	100,500
Dividends paid		(19,949)	(96,880)
Dividend paid to minority interest in controlled entities		(388)	–
Net cash used in financing activities		(146,139)	(137,876)
Net increase/(decrease) in cash and cash equivalents		6,206	(6,377)
Foreign exchange differences on cash holdings		(25)	(40)
Cash and cash equivalents at the beginning of the year		19,955	26,372
Cash and cash equivalents at the end of the year	26(a)	26,136	19,955

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

Notes to the financial statements

for the year ended 30 June 2024

Note 1: Summary of Material Accounting Policies

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

(a) Basis of preparation

The general purpose financial report has been prepared in accordance with Australian Accounting Standards, interpretations issued by the Australian Accounting Standards Board (AASB), all other applicable authoritative pronouncements of the AASB and the *Corporations Act 2001*.

The financial report includes financial statements for the Consolidated Group ('the Group') consisting of Australian Clinical Labs Limited ('Parent Company' or 'Company') and its subsidiaries. Australian Clinical Labs Limited is a for-profit entity domiciled in Australia.

The financial report was authorised for issue by the Directors on 28 August 2024.

Compliance with IFRS

The financial report of the Group complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Parent Company financial information included in Note 28 also complies with IFRS.

Basis of measurement

The financial report has been prepared on the basis of historical cost except for the revaluation of financial assets and liabilities at fair value through profit or loss. Cost is based on the fair values of the consideration given in exchange for assets.

Where applicable, comparatives may be restated in line with current year presentation.

Going concern

As at 30 June 2024, the Group recorded a deficiency in net current assets of \$74.1m (2023: \$72.0m). This has been caused by AASB 16 *Leases*, whereby \$104.7m (2023: \$101.1m) of lease liability has been recognised as current, however the corresponding right-of-use asset is non-current. Excluding the current portion of the lease liability, the Group has a current asset surplus of \$30.6m (2023: \$29.1m).

The Directors have concluded that the Group will be able to pay its debts as and when they fall due with consideration of the above factors, profitability and operating cash flows of the Group. Accordingly, the financial report has been prepared on a going concern basis.

(b) Basis of consolidation

The financial report incorporates the assets and liabilities of all subsidiaries controlled by Australian Clinical Labs Limited as at 30 June 2024 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when it is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

When control of an entity is obtained during a financial year, its results are included in the statement of profit and loss from the date on which control commences. Where control of an entity ceases during a financial year its results are included for that part of the year during which control existed.

Non-controlling interests in the results and equity of controlled entities are shown separately in the statement of profit and loss, statement of comprehensive income, statement of financial position and statement of changes in equity.

All inter-company balances and transactions between entities in the economic entity, including any unrealised profits or losses, have been eliminated on consolidation.

Changes in ownership interests

The Group treats transactions with minority interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and minority interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to minority interests and any consideration paid or received is recognised directly in equity.

Note 1: Summary of Material Accounting Policies (continued)

(c) Business combinations

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses and results in the consolidation of the assets and liabilities acquired. Business combinations are accounted for by applying the acquisition method unless it is a common control acquisition.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree. Deferred consideration payable is measured at its acquisition-date fair value. Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. At each reporting date subsequent to the acquisition, contingent consideration payable is measured at its fair value with any changes in the fair value recognised in profit or loss unless the contingent consideration is classified as equity, in which case the contingent consideration is carried at its acquisition-date fair value.

Goodwill is recognised initially at the excess of: (a) the aggregate of the consideration transferred, the amount of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition); over (b) the acquisition date amount of the identifiable assets acquired and liabilities assumed.

If the net fair value of the acquirer's interest in the identifiable assets acquired and liabilities assumed is greater than the aggregate of the consideration transferred, the fair value of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest, the difference is immediately recognised as a gain in profit or loss. Acquisition-related costs are expensed as incurred.

Common control acquisition

A common control acquisition is a transaction whereby the direct ownership changes as a result of a restructure, however there is ultimately no change in control over the assets.

Common control acquisitions are recognised in accordance with Australian Accounting Standards and are presented as a continuation of the pre-existing entity.

(d) Foreign currency translation and balances

Functional and presentation currency

The financial statements for each entity within the Group are measured using the currency of the primary economic environment in which that entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars which is the Group's functional currency.

Transactions and balances

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year. All resulting exchanges arising on settlement or restatement are recognised as revenue or expenses for the financial year.

Foreign subsidiaries

Subsidiaries that have a functional currency different to the presentation currency of the consolidated Group are translated as follows:

- Assets and liabilities are translated at the closing rate on reporting date;
- Income and expenses are translated at actual exchange rates or average exchange rates for the period, where appropriate; and
- All resulting exchange differences are recognised in other comprehensive income.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 1: Summary of Material Accounting Policies (continued)

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates or other similar allowances.

Rendering of services

Revenue from the provision of services is recognised when the related services are completed. Revenue is accrued at balance date for services which are completed but yet to be invoiced.

Clinic revenue

Clinic revenue represents support services provided to doctors (enabling them to treat patients), in consideration for a percentage share of billings as determined by each doctor's medical services agreement. Revenue is recognised in the period in which doctors' services are rendered to patients.

(f) Other income

Government grant income is only recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it, and the grant will be received.

(g) Income tax

Income tax expense or benefit represents the sum of the tax currently payable and deferred tax.

Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from 'profit before income tax' as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial report and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss. In the case of a business combination, the tax effect is included in the accounting for the business combination.

Note 1: Summary of Material Accounting Policies (continued)

Tax consolidation

Australian Clinical Labs Limited and its wholly-owned Australian controlled entities have implemented the Australian tax consolidation legislation on 6 November 2020.

Australian Clinical Labs Limited and subsidiaries in the tax-consolidated group have entered into a tax funding agreement such that each entity in the tax-consolidated group recognises the assets, liabilities, expenses and revenues in relation to its own transactions, events and balances only. This means that:

- the parent entity recognises all current and deferred tax amounts relating to its own transactions, events and balances only;
- the subsidiaries in the tax consolidated group recognise current or deferred tax amounts arising in respect of their own transactions, events and balances; and
- current tax liabilities, and deferred tax assets arising in respect of tax losses, are transferred from the subsidiaries in the tax consolidated group to the head entity as inter-company payables or receivables.

The tax-consolidated group also has a tax sharing agreement in place to limit the liability of subsidiaries in the tax-consolidated group arising under the joint and several liability requirements of the tax consolidation system, in the event of default by the parent entity to meet its payment obligations.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash on-hand and on demand deposits. Cash equivalents are short-term, highly liquid investments, that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(i) Inventories

Inventories represent medical and laboratory supplies. They are measured at the lower of cost and net realisable value.

(j) Plant and equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and accumulated impairment losses.

- Plant and equipment is measured on the cost basis.
- Leasehold improvements are measured on the cost basis.

Depreciation

The depreciable amount of all fixed assets, including buildings and capitalised lease assets, but excluding freehold land is depreciated over their useful lives to the Group, commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful lives of the improvements. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual accounting period, with the effect of any changes recognised on a prospective basis.

The ranges of depreciation rates used for each class of depreciable assets are:

Class of property, plant and equipment	Depreciation rate
Leasehold improvements	2% to 100%
Plant and equipment	5% to 50%

The gain or loss on disposal of all fixed assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds on disposal, and is included in operating profit before income tax of the Group in the year of disposal.

(k) Leases

At the commencement date of a lease (other than leases of 12 months or less and leases of low value assets), the Group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 1: Summary of Material Accounting Policies (continued)

Lease assets

Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received, any initial direct costs incurred by the Group, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any re-measurement of the associated lease liability), less accumulated depreciation and any accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

Lease liabilities

Lease liabilities are initially recognised at the present value of the future lease payments. These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of the remaining lease payments reduced by rental accruals for missed lease payments. Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments (once confirmed) and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

Leases of 12 months or less and leases of low value assets

Lease payments made in relation to leases of 12 months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense as incurred.

(l) Intangible assets

Goodwill

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identifiable or separately recognised. Goodwill is initially recognised at an amount equal to the excess of: (a) the aggregate of the consideration transferred, the amount of any non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in the case of a step acquisition); over (b) the net fair value of the identifiable assets acquired and liabilities assumed. For accounting purposes, such measurement is treated as the cost of goodwill at that date.

Goodwill is not amortised, but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets acquired separately

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

Intangibles assets acquired in a business combination

Intangibles acquired in a business combination are initially recognised at fair value (which, for accounting purposes, is treated as the cost of the intangible asset), and are subsequently amortised over their estimated useful lives commencing from the time the asset is available for use. The amortisation method applied to an intangible asset is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, intangible assets acquired in a business combination are measured at cost, less accumulated amortisation and any accumulated impairment losses.

(m) Impairment testing of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

Note 1: Summary of Material Accounting Policies (continued)

Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful lives such as goodwill and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than the carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the profit or loss immediately, unless the relevant asset is carried at a re-valued amount in which case the impairment is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit other than goodwill) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at a re-valued amount in which case the reversal of the impairment loss is treated as a revaluation increase.

(n) Financial instruments

Recognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value adjusted for transaction costs, except where the instrument is classified as fair value through profit or loss, in which case transaction costs are immediately recognised as expenses in profit or loss.

Classification of financial assets

Financial assets recognised by the Group are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the Group irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (FVtOCI) in accordance with the relevant criteria in AASB 9.

Financial assets not irrevocably designated on initial recognition at FVtOCI are subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (FVtPL) on the basis of both:

- (a) the Group's business model for managing the financial assets; and
- (b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the Group for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value.

All other financial liabilities recognised by the Group are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the Group's transactions with its customers.

Consistent with both the Group's business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

Impairment of financial assets

Receivables from customers are tested for impairment by applying the 'expected credit loss' impairment model.

The Group applies the simplified approach under AASB 9 to measuring the allowance for credit losses for both receivables from contracts with customers and contract assets. Under the AASB 9 simplified approach, the Group determines the allowance for credit losses for receivables from contracts with customers and contract assets on the basis of the lifetime expected credit losses of the financial asset. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 1: Summary of Material Accounting Policies (continued)

The Group consider a range of information when assessing whether the credit risk has increased since initial recognition. This includes such factors as the identification of significant changes in external market indicators of credit risk, significant adverse changes in the financial performance or financial position of the counterparty, significant changes in the value of collateral, and past due information.

The Group assumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 120 days past due.

The Group determines expected credit losses using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

The gross carrying amount of a financial asset is written off (i.e., reduced directly) when the counterparty is in severe financial difficulty and the Group has no realistic expectation of recovery of the financial asset. Financial assets written off remain subject to enforcement action by the Group. Recoveries, if any, are recognised in profit or loss.

(o) Employee benefits

Short-term employee benefit obligations

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits are measured at their nominal value, using the remuneration rate expected to apply at the time of settlement.

Long-term employee benefit obligations

Liabilities recognised in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Retirement benefit obligations

Contributions to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Share-based payments

The Group operates share-based payment employee share and option schemes for accounting purposes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. In respect of share-based payments that are dependent on the satisfaction of performance conditions, the number of shares and options expected to vest is reviewed and adjusted at each reporting date. The amount recognised for services received as consideration for these equity instruments granted is adjusted to reflect the best estimate of the number of equity instruments that eventually vest.

Bonus plan

The Group recognises a provision when a bonus is payable in accordance with the employee's contract of employment, and the amount can be reliably measured.

(p) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(q) Australian Clinical Labs Employee Share Trust ('ACLEST')

The Group has formed a trust to obtain and hold shares for the purpose of providing shares under Australian Clinical Labs Limited Rights Plan. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group. Shares held by ACLEST are disclosed as treasury shares and deducted from contributed equity.

Note 1: Summary of Material Accounting Policies (continued)

(r) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(s) Rounding of amounts

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

Some numerical figures included in this report have been subject to rounding adjustments. Any differences between totals and sums of components in tables or figures contained in this report are due to rounding.

(t) Key accounting estimates and assumptions

In the financial report, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the estimates and judgements that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial report:

Employee entitlements

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- Future increases in salaries and wages;
- Future on-cost rates;
- Experience of employee departures and period of service; and
- Appropriate discount rate to reflect long-term liabilities at present value.

Impairment of tangible and intangible assets

Determining whether assets are impaired requires an estimation of recoverable amount for the cash-generating units to which these assets have been allocated. The recoverable amount of each cash-generating unit is the greater of its value in use or fair value less costs to sell.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form. Value in use is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the day on which they are granted. The fair value is determined using a Black-Scholes model (Service Rights) or Monte Carlo model (Performance Rights) and is recognised as an expense over the vesting period, with a corresponding increase to an equity account.

Deferred tax balances

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 1: Summary of Material Accounting Policies (continued)

Determination of the lease term as the non-cancellable term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal including penalties to terminate, the value of leasehold improvements remaining plus current and future expected economic performance from use of the asset.

After the commencement date, the Group generally can only make a reasonable certainty assessment if there is a significant event or change in circumstances that is within its control and affects the ability to exercise (or not exercise) the option to renew.

Calculation of incremental borrowing rates

Where the Group cannot readily determine the interest rate implicit in lease contracts, the present value of the Group's lease liabilities is estimated using the incremental borrowing rate as if leasing over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset, in a similar economic environment. The Group uses observable inputs such as market interest rates as applicable.

(u) Adoption of new and revised Accounting Standards

The Group has applied all new and revised Australian Accounting Standards that apply to annual reporting periods beginning on or after 1 July 2023. These standards do not have a material impact on the Group's financial results or position.

(v) Standards and interpretations issued but not yet effective

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Group has decided not to early adopt any of these new and amended pronouncements. These pronouncements are not expected to have a material impact on the entity in the current or future reporting periods or on foreseeable future transactions.

Note 2: Segment Information

The Group's Chief Executive Officer and the Board of Directors (the chief operating decision makers) review the Group's performance of the business to assess performance and determine the allocation of resources. Discrete financial information is reported to the chief operating decision makers on at least a monthly basis. The discrete financial information is provided by one operating segment and one geographical segment, being Australia.

The Group has the one reportable segment:

Pathology

Pathology/clinical laboratory services provided in Australia.

Note 3: Revenue and Other Income

	2024 \$'000	2023 \$'000
An analysis of the Group's revenue for the year is as follows:		
Pathology revenue	673,000	677,731
Clinic revenue	16,728	14,372
Rental revenue from subleasing right-of-use assets	994	870
Other revenue	5,646	4,099
Total revenue	696,368	697,072
Other		
Insurance claim proceeds	1,175	2,684
Reassessment of Medlab contingent consideration	–	5,000
Total other income	1,175	7,684

During the 2022 financial year, one of our laboratories based in Queensland was flooded with extensive damage caused to the laboratory equipment and consumables on hand. Insurance claim proceeds have been recognised for specific equipment verified by the insurers at 30 June 2024 and 2023. This is not the expected total insurance claim proceeds for the claim and as such, a contingent asset exists. Refer to Note 30 for full details.

Note 4: Expenses

	2024 \$'000	2023 \$'000
Profit before income tax includes the following specific expenses:		
(a) Depreciation expense		
Leasehold improvements	4,208	4,517
Plant and equipment	9,320	9,743
Right-of-use assets	114,671	108,267
	128,199	122,527
(b) Property costs		
Short term/low value lease payments	9,139	12,213
Other property expenses	2,966	2,891
	12,105	15,104

Notes to the financial statements continued

for the year ended 30 June 2024

Note 5: Finance Income and Expenses

	2024 \$'000	2023 \$'000
Finance Income		
Bank deposits	501	182
Finance Expenses		
Interest expense – bank facilities	(4,857)	(3,142)
Interest expense – leasing arrangements	(12,183)	(10,325)
Other borrowing costs	–	(398)
	(17,040)	(13,865)
Net finance costs	(16,539)	(13,683)

Note 6: Income Tax

	2024 \$'000	2023 \$'000
(a) Components of income tax expense		
Current tax	14,545	9,952
Deferred tax	(2,423)	2,316
Income tax expense	12,122	12,268
(b) Income tax reconciliation		
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Profit before tax	36,366	48,310
Domestic tax rate	30%	30%
	10,910	14,493
Adjustments for non-temporary differences:		
Net non-taxable and non-deductable items	1,212	(2,225)
Income tax expense	12,122	12,268

Note 7: Trade and Other Receivables

	2024 \$'000	2023 \$'000
Current		
Trade receivables	63,257	51,352
Allowance for expected credit loss	(9,865)	(5,606)
	53,392	45,746
Accrued revenue	22,231	24,517
Other receivables	5,811	3,447
	81,434	73,710

(a) At 30 June, the ageing analysis of trade receivables is as follows:

	2024 \$'000	2023 \$'000
Current	33,071	26,379
30 to 60 days	6,354	6,964
60 to 90 days	4,081	3,625
90 to 120 days	3,599	1,795
120 days +	16,152	12,589
Closing balance at 30 June	63,257	51,352

(b) Allowance for expected credit loss

The Group applies the simplified approach to measure the expected credit losses, using a provision matrix for all trade receivables and adjusts for any known forward-looking issues specific to the debtors and the economic environment. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The provision matrix assesses all debtors based on past experience.

Movement in allowance for expected credit losses:

	2024 \$'000	2023 \$'000
Opening balance at 1 July	5,606	4,199
Provision for impairment expensed	5,557	3,098
Receivables written off	(1,298)	(1,691)
Closing balance at 30 June	9,865	5,606

Amounts charged to the allowance for expected credit loss are generally written off when there is no expectation of recovering additional cash in excess of the cost of recovery.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 7: Trade and Other Receivables (continued)

(c) Foreign exchange and interest rate risk

Information about the Group's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in Note 27.

(d) Fair value and credit risk

Due to the short-term nature of these receivables, the carrying value is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above.

Note 8: Inventories

	2024 \$'000	2023 \$'000
Consumable supplies at cost	16,826	15,092

Note 9: Other Assets

	2024 \$'000	2023 \$'000
Current		
Prepayments	8,496	5,323
Bonds and securities	709	632
	9,205	5,955
Non-Current		
Prepayments	619	566
Other	1,449	545
	2,068	1,111

Other assets include convertible notes acquired in Geneseq.

Note 10: Current Tax Balances

	2024 \$'000	2023 \$'000
Income tax payables/receivables		
Tax receivables	–	1,247
Tax payables	(3,236)	(8)

Note 11: Plant and Equipment

2024	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
Gross carrying amount	56,123	115,360	213	171,696
Accumulated depreciation	(43,960)	(85,830)	–	(129,790)
Total plant and equipment as at 30 June 2024	12,163	29,530	213	41,906

2023				
Gross carrying amount	53,964	111,744	1,694	167,402
Accumulated depreciation	(39,790)	(77,313)	–	(117,103)
Total plant and equipment as at 30 June 2023	14,174	34,431	1,694	50,299

2024	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2023	53,964	111,744	1,694	167,402
Additions	2,213	4,074	212	6,499
Disposals	(52)	(905)	(1,240)	(2,197)
Capitalisation of work in progress	–	453	(453)	–
Net exchange differences	(2)	(6)	–	(8)
Balance at 30 June 2024	56,123	115,360	213	171,696
Accumulated depreciation				
Balance at 1 July 2023	(39,790)	(77,313)	–	(117,103)
Disposals	35	799	–	834
Depreciation	(4,208)	(9,320)	–	(13,528)
Net exchange differences	3	4	–	7
Balance at 30 June 2024	(43,960)	(85,830)	–	(129,790)
Carrying amount at 30 June 2024	12,163	29,530	213	41,906

Notes to the financial statements continued

for the year ended 30 June 2024

Note 11: Plant and Equipment (continued)

2023	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2022	51,727	106,269	3,348	161,344
Additions	2,124	4,050	346	6,520
Disposals	(17)	(425)	–	(442)
Capitalisation of work in progress	137	1,863	(2,000)	–
Net exchange differences	(7)	(13)	–	(20)
Balance at 30 June 2023	53,964	111,744	1,694	167,402
Accumulated depreciation				
Balance at 1 July 2022	(35,294)	(67,905)	–	(103,199)
Disposals	17	325	–	342
Depreciation	(4,517)	(9,743)	–	(14,260)
Net exchange differences	4	10	–	14
Balance at 30 June 2023	(39,790)	(77,313)	–	(117,103)
Carrying amount at 30 June 2023	14,174	34,431	1,694	50,299

Note 12: Right-of-use Assets

	2024 \$'000	2023 \$'000
Carrying amount of lease assets, by class of underlying asset:		
Buildings under lease arrangements	239,798	238,139
Opening balance at 1 July		
Additions and remeasurement of leases during the year	116,330	94,351
Depreciation	(114,671)	(108,267)
Closing balance at 30 June	239,798	238,139

Note 13: Intangible Assets

2024	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount	158,684	5,600	1,370	165,654
Accumulated amortisation	–	–	(710)	(710)
Total intangibles as at 30 June 2024	158,684	5,600	660	164,944

2023				
Gross carrying amount	158,684	5,600	1,370	165,654
Accumulated amortisation	–	–	(482)	(482)
Total intangibles as at 30 June 2023	158,684	5,600	888	165,172

2024	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2023	158,684	5,600	1,370	165,654
Balance at 30 June 2024	158,684	5,600	1,370	165,654
Accumulated amortisation				
Balance at 1 July 2023	–	–	(482)	(482)
Amortisation	–	–	(228)	(228)
Balance at 30 June 2024	–	–	(710)	(710)
Carrying amount at 30 June 2024	158,684	5,600	660	164,944

2023	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2022	158,684	5,600	1,370	165,654
Balance at 30 June 2023	158,684	5,600	1,370	165,654
Accumulated amortisation				
Balance at 1 July 2022	–	–	(254)	(254)
Amortisation	–	–	(228)	(228)
Balance at 30 June 2023	–	–	(482)	(482)
Carrying amount at 30 June 2023	158,684	5,600	888	165,172

Notes to the financial statements continued

for the year ended 30 June 2024

Note 13: Intangible Assets (continued)

Impairment testing of goodwill and intangibles with indefinite useful lives

Goodwill is allocated to a cash-generating unit or units (CGU) according to management's expectations regarding which assets will be expected to benefit from the synergies arising from the business combination that gave rise to the goodwill. Management has assessed that only one CGU exists, being the Australian pathology business.

The recoverable amount of a CGU is based on value-in-use calculations. These calculations use cash projections based on financial budgets/forecasts approved by management for covering a minimum period of one year (maximum of five years). Management's determination of cash flow projections and gross margins is based on past performance and its expectation for the future. The present value of future cash flows has been calculated using an average growth rate of 4.5% (2023: 4.5%) for cash flows in years two to five which is based on historic growth rate and industry trends, a terminal value growth rate of 3.4% (2023: 3.4%) and a discount rate of 9.1% (2023: 7.6%) to determine value-in-use.

The carrying value of brand names at 30 June 2024 relates solely to SunDoctors. The recoverable amount of the SunDoctors brand is based on value-in-use calculations via the relief from royalty valuation method. Under this method, the fair value is based on the present value of future foregone royalty payments over the life of the asset by virtue of owning the asset. The present value of future cash flows has been calculated using a royalty rate of 3.0% (2023: 3.0%), an indefinite useful life and a discount rate of 9.2% (2023: 8.7%).

Management has determined that this brand will be used as part of the wider pathology business with synergies from the existing pathology operations and as such, the brand relates solely to the existing one CGU and the recoverable amounts are assessed as part of the recoverable amount of the CGU.

After performing sensitivity analysis, management believes that any reasonably possible change in the key assumptions on which the recoverable amount has been assessed would not cause the carrying amount to exceed the recoverable amount.

Note 14: Deferred Tax Assets

Deferred taxes arising from temporary differences and unused tax losses are summarised as follows:

	2024 \$'000	2023 \$'000
Expected credit loss	2,959	1,682
Employee benefits	15,635	14,502
Sundry accruals	17	(50)
Lease liability	75,981	74,336
Share issue and transaction costs	1,189	2,844
Less: deferred tax liabilities offset against deferred tax assets	(85,038)	(85,081)
	10,743	8,233
Deferred tax liabilities offset against deferred tax assets		
Prepayments and sundry debtors	(420)	(365)
Inventories	(5,048)	(4,528)
Accrued revenue	(803)	(450)
Right-of-use assets	(71,779)	(70,598)
Intangibles	(1,878)	(1,944)
Plant and equipment	(5,110)	(7,196)
	(85,038)	(85,081)
	2024 \$'000	2023 \$'000
Movement		
Opening balance at 1 July	8,233	9,421
Amounts recognised in profit or loss	2,510	(1,188)
Closing balance at 30 June	10,743	8,233

Notes to the financial statements continued

for the year ended 30 June 2024

Note 15: Trade and Other Payables

	2024 \$'000	2023 \$'000
Current		
Trade creditors	26,187	17,966
Sundry creditors and accruals	26,819	23,398
	53,006	41,364

Due to the short-term nature of these payables, the carrying values are assumed to approximate their fair value.

Note 16: Lease Liabilities

	2024 \$'000	2023 \$'000
Lease liabilities		
Current lease liabilities	104,709	101,085
Non-current lease liabilities	149,126	149,538
Total carrying amount of lease liabilities	253,835	250,623

	2024 \$'000	2023 \$'000
Cash outflow		
Total cash outflow in relation to lease liabilities and associated interest	(125,243)	(116,430)

Lease arrangements

The above information is presented in accordance with AASB 16 *Leases*. Leases relate to properties leased by the Group with lease terms between 1 and 15 years. Leases can contain market review/fixed increments/CPI increments within the lease period and can contain additional clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Note 17: Borrowings

	2024 \$'000	2023 \$'000
Non-Current		
Unsecured – at amortised cost		
Bank loans	55,064	65,696

Details of the fair values and interest rate risk exposure relating to each of the unsecured liabilities are set out in Note 27.

Terms and repayment schedule

The terms and conditions of outstanding loans are as follows:

Loan	Currency	Nominal interest rate	Year of maturity	2024 \$'000	2023 \$'000
Bank loans	AUD	BBSY + 1.55% - 2.45%	2025	55,064	65,696

Note 18: Provisions

	2024 \$'000	2023 \$'000
Current		
Employee benefits	44,617	43,788
Other	1,593	1,535
	46,210	45,323
Non-Current		
Employee benefits	3,402	3,083

Note 19: Issued Capital

(a) Share capital

	30 Jun 2024 Shares	30 Jun 2023 Shares	30 Jun 2024 \$'000	30 Jun 2023 \$'000
Fully paid ordinary shares	201,834,015	201,834,015	797,975	797,975
Other equity securities				
Treasury shares	(1,594,237)	(1,330,743)	(6,213)	(5,835)
	200,239,778	200,503,272	791,762	792,140

(b) Ordinary shares

All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at shareholders' meetings of Australian Clinical Labs Limited.

(c) Options and Rights

Details of options and rights issued, exercised and forfeited during the financial year and options and rights outstanding at the end of the financial year are set out in Note 21.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 19: Issued Capital (continued)

(d) Treasury shares

Treasury shares in Clinical Labs are held by the Australian Clinical Labs Employee Share Trust ('ACLEST'). For further details, please refer to Note 1(q).

Date 2024	Details	Number of shares	Value of shares \$'000
1/07/2023	Opening balance of the Group	(1,330,743)	(5,835)
2/01/2024	Treasury shares acquired on-market	(66,667)	(192)
3/01/2024	Treasury shares acquired on-market	(66,667)	(193)
4/01/2024	Treasury shares acquired on-market	(66,667)	(195)
5/01/2024	Treasury shares acquired on-market	(66,667)	(196)
8/01/2024	Treasury shares acquired on-market	(66,667)	(192)
9/01/2024	Treasury shares acquired on-market	(66,667)	(191)
10/01/2024	Treasury shares acquired on-market	(66,666)	(189)
11/01/2024	Treasury shares acquired on-market	(66,666)	(194)
12/01/2024	Treasury shares acquired on-market	(66,666)	(200)
Various	Transfer of shares to employees to satisfy exercise of rights	336,506	1,364
30/06/2024	Closing balance of the Group	(1,594,237)	(6,213)

Date 2023	Details	Number of shares	Value of shares \$'000
1/07/2022	Opening balance of the Group	(1,023,715)	(4,944)
15/09/2022	Treasury shares acquired on-market	(208,732)	(891)
15/09/2022	Dividend reinvestment plan	(98,296)	–
30/06/2023	Closing balance of the Group	(1,330,743)	(5,835)

Note 20: Reserves and Retained Earnings

	Share-based payment reserve \$'000	Foreign currency translation reserve \$'000	Common control reserve \$'000	Loss reserve \$'000	Total reserves \$'000
2024					
Opening balance at 1 July 2023	3,384	72	(645,632)	(132,788)	(774,964)
Exchange differences on translation of foreign operations	–	(24)	–	–	(24)
Management share scheme – LTVR	3,064	–	–	–	3,064
Allocation of treasury shares	(1,364)	–	–	–	(1,364)
Closing balance at 30 June 2024	5,084	48	(645,632)	(132,788)	(773,288)
2023	\$'000	\$'000	\$'000	\$'000	\$'000
Opening balance at 1 July 2022	1,501	112	(645,632)	(132,788)	(776,807)
Exchange differences on translation of foreign operations	–	(40)	–	–	(40)
Management share scheme – LTVR	1,883	–	–	–	1,883
Closing balance at 30 June 2023	3,384	72	(645,632)	(132,788)	(774,964)

(a) Share-based payment reserve

The share-based payment reserve reflects the fair value of equity-settled share-based payments.

The Group established a Long-Term Variable Remuneration (LTVR) Plan commencing 25 May 2021. Refer to the Remuneration Report for full details.

(b) Foreign currency translation reserve

Exchange differences arising on translation of the foreign subsidiary are taken to the foreign currency translation reserve as described in accounting policy Note 1(d).

(c) Common control reserve

On 17 December 2020, a restructure took place that resulted in a newly incorporated company, Australian Clinical Labs Limited (formerly ACL Holdco Pty Ltd) obtaining control over Clinical Laboratories Pty Ltd and its controlled entities.

The financial report is presented on the basis of historical cost however the debt and restructure occurred based on the fair value of the business which has not been reflected in the financial report resulting in the recognition of a common control reserve.

(d) Loss reserve

The reserve is comprised of losses up to 30 June 2019 (\$120.3m), and a \$12.5m payment to Advanced Medical Technology Pty Ltd as a result of the restructure, where the Group recognised and settled a promissory note in the 2021 financial year.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 21: Share-Based Payments

The Group has equity-settled share-based compensation plan for executives and employees. The fair value of equity remuneration granted under the plan is recognised as an expense with a corresponding increase in equity. Please refer to Note 1(o) for further details.

(a) Australian Clinical Labs Limited Rights Plan

Performance and service rights are granted under the Australian Clinical Labs Limited Rights Plan for no consideration and carry no dividend or voting rights. When exercisable, each right is convertible into one ordinary share.

Type 2024	Grant date	Expiry date	Exercise price	Balance at start of year	Granted during the year	Forfeited during the year	Exercised during the year	Balance at end of year	Exercisable at end of year	Balance at date of this report
Performance rights	25-May-21	24-May-26	Nil	804,532	–	(162,910)	–	641,622	–	–
Performance rights	13-Jul-21	12-Jul-26	Nil	39,780	–	–	–	39,780	–	–
Service rights	20-Nov-21	19-Nov-26	Nil	678,615	–	(29,632)	(336,506)	312,477	312,477	312,477
Performance rights	13-Mar-23	12-Mar-28	Nil	896,374	–	(158,720)	–	737,654	–	737,654
Service rights	13-Mar-23	12-Mar-28	Nil	379,912	–	–	–	379,912	101,729	379,912
Performance rights	19-Dec-23	18-Dec-28	Nil	–	680,644	(177,531)	–	503,113	–	503,113
Service rights	19-Dec-23	18-Dec-28	Nil	–	1,761,507	(173,912)	–	1,587,595	–	1,587,595
Service rights	23-Jan-24	22-Jan-29	Nil	–	635,034	–	–	635,034	–	635,034
Total				2,799,213	3,077,185	(702,705)	(336,506)	4,837,187	414,206	4,155,785

Type 2023	Grant date	Expiry date	Exercise price	Balance at start of year	Granted during the year	Forfeited during the year	Exercised during the year	Balance at end of year	Exercisable at end of year
Performance rights	25-May-21	24-May-26	Nil	804,532	–	–	–	804,532	–
Performance rights	13-Jul-21	12-Jul-26	Nil	77,452	–	(37,672)	–	39,780	–
Service rights	20-Nov-21	19-Nov-26	Nil	792,702	–	(114,087)	–	678,615	–
Performance rights	13-Mar-23	12-Mar-28	Nil	–	896,374	–	–	896,374	–
Service rights	13-Mar-23	12-Mar-28	Nil	–	379,912	–	–	379,912	–
Total				1,674,686	1,276,286	(151,759)	–	2,799,213	–

Note 21: Share-Based Payments (continued)

Fair value of rights granted

The average assessed fair value of performance rights granted during the year ended 30 June 2024 was \$0.929 per right (2023: \$1.180). The average assessed fair value of service rights granted during the year ended 30 June 2024 was \$2.539 per right (2023: \$3.405). The service rights generally have a higher value than the performance rights given that the only condition is a service period and not Group performance. The valuation model inputs for rights granted during the year ended 30 June 2024 and 30 June 2023 included:

Type	Grant date	Expiry date	Exercise price	Share price at time of grant	Expected life (years from date of issue)	Share price volatility	Risk free rate	Dividend yield
Performance rights	13-Jul-21	12-Jul-26	Nil	\$3.46	3.0	45%	0.21%	3.00%
Service rights	20-Nov-21	19-Nov-26	Nil	\$4.34	2.0	31%	1.15%	3.40%
Performance rights	13-Mar-23	12-Mar-28	Nil	\$3.60	2.3	33%	3.26%	4.49%
Service rights	13-Mar-23	12-Mar-28	Nil	\$3.63	0.8 - 1.8	33%	4.70%	3.86%
Performance rights	19-Dec-23	18-Dec-28	Nil	\$2.82	2.5	35%	3.68%	5.00%
Service rights	19-Dec-23	18-Dec-28	Nil	\$2.82	1.5 - 3.5	35%	3.68% - 4.11%	5.00%
Service rights	23-Jan-24	22-Jan-29	Nil	\$3.05	2.4	35%	3.68%	5.00%

A Monte Carlo simulation was applied to fair value the TSR performance condition element of performance rights granted. The model simulated the Group's TSR and compared it against the peer group over the vesting periods. The service rights are valued using a Black-Scholes model.

(b) Expenses arising from share-based payment transactions

Total expenses arising from equity-settled share-based payment transactions recognised during the financial year as part of employee benefit expense were as follows:

	2024 \$'000	2023 \$'000
Share-based payments expense	3,064	1,883

Note 22: Earnings Per Share

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share ("EPS") has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares.

	2024 Cents	2023 Cents
Basic earnings per share	12.03	17.90
Diluted earnings per share	12.00	17.85

Notes to the financial statements continued

for the year ended 30 June 2024

Note 22: Earnings Per Share (continued)

	2024	2023
	\$'000	\$'000
Earnings		
The earnings used in the calculation of basic and diluted earnings per share are the same and can be reconciled to the consolidated statement of profit or loss and other comprehensive income as follows:		
Profit for the year	24,244	36,042
Net (profit) attributable to non-controlling interests	(310)	(141)
Earnings used in calculating basic and diluted earnings per share	23,934	35,901
Weighted average number of shares	2024	2023
The weighted average number of shares used in the calculation of basic earnings per share	198,904,689	200,568,042
The weighted average number of shares and potential ordinary shares used in the calculation of diluted earnings per share	199,472,019	201,115,660

Performance rights under the Australian Clinical Labs Performance Rights Plan are determined to be contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time and therefore are not included in the determination of diluted earnings per share.

Details of the options and rights exercised, forfeited and issued in the period between the reporting date and the date of this report are detailed in Note 21.

Note 23: Dividends

	2024	2023
	\$'000	\$'000
(a) Dividends paid or declared		
Interim dividend for the half-year ended 31 December 2023 of 3 cents (2023: 7 cents) per share paid on 17 April 2024 fully franked.	6,055	14,128
Final dividend for the year ended 30 June 2023 of 7 cents (2022: 41 cents) per share paid on 20 September 2023 fully franked.	14,128	82,752
	20,183	96,880
(b) Dividends declared after the reporting period and not recognised		
Final dividend for the year ended 30 June 2024 of 9 cents per share (2023: 7 cents) has been declared with a record date of 5 September 2024 and payable on 27 September 2024, fully franked.	18,165	14,128
(c) Franked dividends		
Franking credits available at year end for subsequent financial years based on a tax rate of 30%.	54,059	46,716

Note 24: Controlled Entities

The financial report includes the financial statements of Australian Clinical Labs Limited and its controlled entities as listed below:

	Country of incorporation	Percentage owned (%) 2024	Percentage owned (%) 2023
<i>Parent Entity:</i>			
Australian Clinical Labs Limited	Australia		
<i>Subsidiaries of Australian Clinical Labs Limited:</i>			
ACL MidCo Pty Ltd	Australia	100	100
ACL Finco Pty Ltd	Australia	100	100
Clinical Laboratories Pty Ltd	Australia	100	100
Clinical Laboratories (WA) Pty Ltd	Australia	100	100
Perth Medical Laboratories Pty Ltd	Australia	100	100
ACL Employee Share Trusco Pty Ltd	Australia	100	100
Malvern Pathology Laboratories Sdn Bhd.	Malaysia	100	100
Southern Sun Clinics Pty Ltd	Australia	100	100
SunDoctors Kalowen Pty Ltd	Australia	100	85
Southern Sun Practices Pty Ltd	Australia	100	100
SunDoctors Taree Pty Ltd	Australia	100	100
SunDoctors Coffs Harbour (Southern Cross) Pty Ltd	Australia	100	100
SunDoctors Pottsville Pty Ltd	Australia	100	100
SunDoctors Byron Bay Pty Ltd	Australia	100	100
SunDoctors Burleigh Heads Pty Ltd	Australia	100	100
SunDoctors Novocastrian Pty Ltd	Australia	100	100
Dermapath AI Pty Ltd	Australia	100	100
Southern Sun Pathology (Helix) Pty Ltd	Australia	100	100
Southern Sun Healthcare Pty Ltd	Australia	100	100
SunDoctors Nelson Bay Pty Ltd (formerly known as SunDoctors Joondalup Pty Ltd)	Australia	100	100
WSCC Healthcare Pty Ltd	Australia	50	50
Orange Skin Cancer Clinic Pty Ltd	Australia	100	100
Ryde Skin Cancer Clinic Pty Ltd	Australia	100	100
Bolton Street Cancer Clinic Pty Ltd	Australia	100	100
Gosford SCC Pty Ltd	Australia	100	100
Southern Sun Pathology Pty Ltd	Australia	100	100
Skin Cancer Clinic Parramatta Pty Ltd	Australia	100	100
Aussie Skin Cancer Clinics Pty Ltd	Australia	100	100
Wollongong SCC Pty Ltd	Australia	100	100

Malvern Pathology Laboratories Sdn Bhd. recharges its costs plus a mark-up to Clinical Laboratories Pty Ltd which is eliminated upon consolidation.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 25: Related Parties

(a) Parent entities and subsidiaries

Australian Clinical Labs Limited is the ultimate Parent Company in the Group comprising the Company and its subsidiaries as detailed in Note 24.

(b) Key management personnel compensation

Details of remuneration of key management personnel and transactions with them have been disclosed in the Remuneration Report within the Directors' Report. The aggregate remuneration of the key management personnel is shown below:

	2024 \$'000	2023 \$'000
Short-term employee benefits	2,482	2,238
Long-term employee benefits	(79)	14
Post-employment benefits	105	98
Share-based payments	213	242
	2,721	2,592

During the period the Company made a short-term loan to Mr James Davison (KMP) due to a restriction put on him and his ability to trade his securities while the take-over bid was occurring with Healius. This loan was repaid during the period and there is no outstanding balance at year end.

There were no transactions which occurred with entities controlled by Related Parties.

Note 26: Notes to the Statement of Cash Flows

(a) Reconciliation of cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial period as shown in the statement of cash flows are reconciled to the related items in the statement of financial position as follows:

	2024 \$'000	2023 \$'000
Cash and cash equivalents	26,136	19,955

(b) Reconciliation of net profit for the year to net cash flows from operating activities

	2024 \$'000	2023 \$'000
Profit for the year before taxation	36,366	48,310
Non-cash flows in operating profit		
Depreciation and amortisation	128,427	122,755
Loss/(gain) on sale of assets	1,037	(136)
Reassessment of Medlab contingent consideration	–	(5,000)
Share-based payments expense	3,064	1,883
Accrued interest expense/(income)	184	(485)
Capitalised borrowing costs	184	504
	169,262	167,831
Changes in assets and liabilities		
(Increase)/decrease in trade and other receivables	(7,724)	17,404
(Increase) in other assets	(3,302)	(1,248)
(Increase)/decrease in inventories	(1,734)	4,996
Increase/(decrease) to trade and other payables	11,650	(17,729)
Increase/(decrease) to provisions	1,150	(8,076)
Increase/(decrease) to other liabilities	447	(1,588)
Income tax paid	(10,157)	(17,909)
Net cash provided by operating activities	159,592	143,681

(c) Non-cash financing and investing activities

The following non-cash financing and investing activities occurred during the year and are not reflected in the statement of cash flows:

- Acquisition of right-of-use assets (Note 12)
- Options and rights issued to employees for no cash consideration (Note 21)

Notes to the financial statements continued

for the year ended 30 June 2024

Note 26: Notes to the Statement of Cash Flows (continued)

(d) Bank facilities and guarantees

At 30 June 2024, the Group had a bank overdraft available of \$6.5m which had not been utilised at year end (2023: \$6.0m, nil utilised).

Financial guarantees also existed in relation to rental properties. The Group has utilised \$5.7m (2023: \$6.0m) of its \$12.0m (2023: \$12.5m) facility with the Commonwealth Bank at 30 June 2024.

In order to enhance the Group's liquidity, the Group also has available the following unsecured debt facilities:

- \$30.0m funded jointly with Commonwealth Bank and HSBC, which includes the bank overdraft, short-term loan and facility in relation to the financial guarantees above, \$5.7m utilised (2023: \$6.0m utilised, \$30.0m limit).
- \$110.0m funded jointly by Commonwealth Bank and HSBC of which the Group has utilised \$55.0m as at 30 June 2024 (2023: \$110.0m which had \$66.0m utilised).

Note 27: Financial Risk Management

The Group's activities expose it to a variety of financial risks which includes market risk (including currency and interest rate risk), credit risk and liquidity risk. The Group's risk management is coordinated at its head office, in close cooperation with the Board of Directors, and focuses actively in ensuring the Group's short-to medium-term cash flows by minimising potential adverse effects on the financial performance of the Group.

The Group's financial instruments consist mainly of deposit with banks, debt facilities, trade receivables and trade payables. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The below is an outline of key financial risks and the Group management's strategies for managing them.

Risk	Description	Strategy for management
Capital management risk	The Group manages its capital with the aim to ensure the Group's ability to continue to operate as a going concern so that it can continue to provide returns to its shareholders.	The Group proactively manages its capital structure and may issue new shares, or enter into rights issues or vary the amount of dividends paid to shareholders.
	The Group aims to optimise its debt and equity balance to reduce the cost of capital.	The capital structure of the Group is mainly monitored on the basis of the following ratios, which are also covenants under the Group's debt facilities: <ul style="list-style-type: none"> • Leverage Ratio. The Group's leverage ratio as at 30 June 2024 is 0.42, which is under the upper threshold of 3.50. • Fixed Charge Cover Ratio. The Group's fixed charge ratio as at 30 June 2024 is approximately 1.47, which is over the bottom threshold of 1.20.
Market risk		
Interest rate risk	The Group's exposure to market risk from changing interest rates relates primarily to its short-term cash investments and bank borrowings at variable interest rates.	The Group may enter into interest rate swap contracts to hedge against exposure to fluctuations in interest rates. The Group did not enter into any interest rate swaps in the current year.

Note 27: Financial Risk Management (continued)

Risk	Description	Strategy for management
Foreign exchange risk	<p>The Group has minimum foreign currency risk from the following:</p> <ul style="list-style-type: none"> Translation of the net assets of the Group's foreign controlled entity, which operates using a different functional currency. The Group has limited number of transactions that are required to be settled in foreign currencies. 	The Group may enter into cash flow hedges for committed, large and known expenditure denominated in foreign currency to manage its foreign exchange risk.
Price risk	The Group does not have significant exposure to fluctuations in the fair values or future cash flows of financial instruments associated with changes in market prices.	The Group does not currently invest in equity securities or other financial instruments with market prices risk.
Credit risk	<p>The exposure to credit risk at the balance date is the carrying amount of those assets, net of any provisions for impairment as disclosed in Note 7 of the financial report.</p> <p>The Group does not have any material exposure to any individual customers or counterparties other than certain government or statutory funded bodies which the Group operates.</p>	<p>The Group manages credit risk by performing ageing analysis on receivable balances on an ongoing basis. The Group also has a rigorous process in place to minimise bad debts which involve sending out reminder notices, demand for repayments and referral to debt collection agencies.</p> <p>The Group has not renegotiated any material collection/repayment terms of any financial assets in the current or previous financial year.</p>
Liquidity risk	The Group is required to maintain a high level of liquidity to ensure that it is capable of meeting its obligations associated with its financial liabilities and to fund its long-term strategic initiatives and expansion plans.	<p>The Group manages its liquidity risk by:</p> <ul style="list-style-type: none"> The Group has adequate debt facilities in place should they be required to refinance any short-term liabilities. Ongoing cash flow forecasting and reporting.

(a) Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate by maturity period is set out in the below table. Exposure predominantly arises from the Group's borrowings at floating interest plus a fixed margin.

2024	Average interest rate %	Variable interest rate \$'000	Fixed interest rate			Total \$'000
			Less than 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000	
Financial assets						
Cash	4.30%	26,136	–	–	–	26,136
Financial liabilities						
Bank loans	BBSY + 1.55% - 2.45%	(55,064)	–	–	–	(55,064)
Lease liabilities	2.05% - 7.00%	–	(104,709)	(137,523)	(11,603)	(253,835)
Total		(28,928)	(104,709)	(137,523)	(11,603)	(282,763)

Notes to the financial statements continued

for the year ended 30 June 2024

Note 27: Financial Risk Management (continued)

2023	Average interest rate %	Variable interest rate \$'000	Fixed interest rate			Total \$'000
			Less than 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000	
Financial assets						
Cash	3.16%	19,955	–	–	–	19,955
Financial liabilities						
Bank loans	BBSY + 1.55% - 2.45%	(65,696)	–	–	–	(65,696)
Lease liabilities	2.05% - 7.00%	–	(101,085)	(138,675)	(10,863)	(250,623)
Total		(45,741)	(101,085)	(138,675)	(10,863)	(296,364)

(b) Sensitivity analysis

The following table summarises the sensitivity of the Group's financial asset and liabilities to interest rate risk. The analysis has been determined based on the Group's exposure to variable interest rates during the financial year projecting a reasonably possible change taking place at the beginning of the financial year, held constant throughout the financial year and applied to variable interest payments made throughout the financial year.

2024	Carrying amount \$'000	Result		Equity	
		1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000	1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000
Financial assets					
Cash	26,136	261	(261)	261	(261)
Financial liabilities					
Bank loans	(55,064)	(551)	551	(551)	551
Total	(28,928)	(290)	290	(290)	290

2023	Carrying amount \$'000	Result		Equity	
		1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000	1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000
Financial assets					
Cash	19,955	200	(200)	200	(200)
Financial liabilities					
Bank loans	(65,696)	(657)	657	(657)	657
Total	(45,741)	(457)	457	(457)	457

Note 28: Parent Entity Information

	2024 \$'000	2023 \$'000
Assets		
Current assets	216,908	225,505
Non-current assets	585,469	585,469
Total assets	802,377	810,974
Liabilities		
Current liabilities	313	336
Total liabilities	313	336
Equity		
Issued capital	797,975	797,975
Reserves	5,085	3,385
Retained earnings	(996)	9,278
Total equity	802,064	810,638
	2024 \$'000	2023 \$'000
Financial performance		
Profit for the year	9,911	89,702
Total comprehensive income	9,911	89,702

Note 29: Auditor's Remuneration

	2024 \$'000	2023 \$'000
Auditor of Australian Clinical Labs Limited – Audit Services		
Audit of the financial report for the financial year	242	230
Review of the financial report for the half year	85	80
Total audit and other assurance services	327	310

Note 30: Contingencies

(a) Contingent assets

During the 2022 financial year, one of our laboratories based in Queensland was flooded with extensive damage caused to the laboratory equipment and consumables on hand.

An insurance claim process is ongoing, however at 30 June 2024 the insurance claim had not been verified in its entirety and as such a receivable for the entire claim has not been recorded at 30 June 2024. The Group received a progress payment from the insurers and was also able to get the insurers to agree to some specific items and as such, there was insurance income recorded for \$1.2m (2023: \$2.7m) in the statement of profit and loss.

The Group has a contingent asset for the remaining balance of the claim that has yet to be quantified and verified by the insurers, which has not been recognised in the financial statements.

Notes to the financial statements continued

for the year ended 30 June 2024

Note 30: Contingencies (continued)

During the 2024 financial year a fire occurred at an external storage facility where the Group was temporarily storing some laboratory equipment. Again, an insurance claim process is ongoing and at 30 June 2024 the insurance claim has not been verified and as such a receivable for the claim has not been recorded at 30 June 2024.

The Group has a contingent asset for the balance of the claim, which has not been recognised in the financial statements.

(b) Contingent liabilities

On November 2nd 2023, AIC commenced civil proceedings in the Federal Court of Australia against ACL in relation to alleged contraventions of the *Privacy Act 1988* (Cth) during the period 26 May 2021 to 29 September 2022. The AIC claim does not specify the level of any penalty it intends to seek in the event that the claim is established. The outcome and any potential financial outcome are currently unknown. ACL is defending the civil proceedings and any costs in relation to this defence are being recognised as incurred.

Note 31: Deed of Cross Guarantee

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

It is a condition of the Instrument that the relevant holding entity and each of the relevant subsidiaries enter into a Deed of Cross Guarantee. The effect of the Deed is that each holding entity guarantees to each creditor payment in full of any debt in the event of winding up of any of the subsidiaries in each group under certain provisions of the *Corporations Act 2001*. If a winding up occurs under other provisions of the *Corporations Act 2001*, each holding entity will only be liable in the event that after six months any creditor has not been paid in full. The subsidiaries have also given similar guarantees in the event that each holding entity is wound up.

The parent entity and subsidiaries subject to the Deed of Cross Guarantee as at 30 June 2024 are as follows:

- ACL MidCo Pty Ltd
- ACL Finco Pty Ltd
- Clinical Laboratories Pty Ltd
- Clinical Laboratories (WA) Pty Ltd
- Southern Sun Clinics Pty Ltd
- Southern Sun Pathology Pty Ltd
- Southern Sun Pathology (Helix) Pty Ltd
- Southern Sun Healthcare Pty Ltd
- Southern Sun Practices Pty Ltd
- SunDoctors Nelson Bay Pty Ltd
- SunDoctors Taree Pty Ltd
- SunDoctors Coffs Harbour (Southern Cross) Pty Ltd
- SunDoctors Pottsville Pty Ltd
- SunDoctors Byron Bay Pty Ltd
- SunDoctors Burleigh Heads Pty Ltd
- SunDoctors Novocastrian Pty Ltd
- Dermapath AI Pty Ltd
- Orange Skin Cancer Clinic Pty Ltd
- Ryde Skin Cancer Clinic Pty Ltd
- Bolton Street Cancer Clinic Pty Ltd
- Gosford SCC Pty Ltd
- Skin Cancer Clinic Parramatta Pty Ltd
- Aussie Skin Cancer Clinics Pty Ltd
- Wollongong SCC Pty Ltd
- Perth Medical Laboratories Pty Ltd
- ACL Employee Share Trusco Pty Ltd

These entities above represent a 'Closed Group' for the purposes of the Instrument.

Note 31: Deed of Cross Guarantee (continued)

(a) Consolidated statement of profit or loss of the Closed Group

	2024 \$'000	2023 \$'000
Revenue	686,963	689,069
Other income	1,175	7,684
Total	688,138	696,753
Consumables	(119,176)	(125,951)
Labour costs	(296,933)	(290,697)
Property costs	(12,073)	(15,049)
Repairs and maintenance	(7,332)	(8,011)
Healius transaction costs	(4,653)	(8,281)
Acquisition, restructuring and other one-off expenses	(6,169)	(2,627)
Other operating expenses	(62,154)	(62,917)
Depreciation	(13,055)	(13,794)
Depreciation of right-of-use assets	(114,671)	(108,267)
Amortisation of acquired intangible assets	(1)	(1)
Total operating costs	(636,217)	(635,595)
Earnings before interest and tax	51,921	61,158
Net finance costs	(16,506)	(13,661)
Profit before income tax	35,415	47,497
Income tax expense	(12,000)	(12,035)
Profit for the year	23,415	35,462
Net (profit) attributable to non-controlling interests	–	(141)
Net profit attributable to members of the Closed Group	23,415	35,321

Notes to the financial statements continued

for the year ended 30 June 2024

Note 31: Deed of Cross Guarantee (continued)

(b) Consolidated statement of other comprehensive income of the Closed Group

	2024 \$'000	2023 \$'000
Profit for the year	23,415	35,462
Other comprehensive income		
Items that may be reclassified subsequently to profit and loss		
Exchange differences on translation of foreign operations	–	–
Other comprehensive income for the year, net of tax	–	–
Total comprehensive income for the year	23,415	35,462
Total comprehensive income attributable to:		
Members of the Closed Group	23,415	35,321
Non-controlling interests	–	141
	23,415	35,462

(c) Reconciliation of retained earnings of the Closed Group

	2024 \$'000	2023 \$'000
Retained earnings at the beginning of the financial year	152,514	215,511
Profit from ordinary activities after income tax expense	23,415	35,321
Dividends paid during the year	(19,949)	(14,128)
Effect on retained profits from addition of entities to the Closed Group	–	(84,190)
Transfers	317	–
Retained earnings at the end of the financial year	156,297	152,514

Note 31: Deed of Cross Guarantee (continued)

(d) Consolidated Statement of Financial Position of the Closed Group

	2024 \$'000	2023 \$'000
Current Assets		
Cash and cash equivalents	24,158	18,463
Trade and other receivables	80,654	73,160
Inventories	16,807	15,070
Other assets	8,223	4,544
Current tax assets	–	1,240
Total Current Assets	129,842	112,477
Non-Current Assets		
Plant and equipment	41,348	49,975
Right-of-use assets	239,198	237,856
Intangible assets	164,155	164,157
Other assets	2,068	1,111
Deferred tax assets	10,964	8,457
Total Non-Current Assets	457,733	461,556
Total Assets	587,575	574,033
Current Liabilities		
Trade and other payables	52,752	41,159
Lease liabilities	104,473	100,832
Provisions	46,163	45,270
Current tax liabilities	3,236	–
Deferred consideration	95	145
Other liabilities	448	–
Total Current Liabilities	207,167	187,406
Non-Current Liabilities		
Lease liabilities	148,725	149,484
Borrowings	55,064	65,696
Provisions	3,402	3,082
Total Non-Current Liabilities	207,191	218,262
Total Liabilities	414,358	405,668
Net Assets	173,217	168,365

Notes to the financial statements continued

for the year ended 30 June 2024

Note 31: Deed of Cross Guarantee (continued)

	2024 \$'000	2023 \$'000
Equity		
Issued capital	790,587	790,964
Reserves	(773,667)	(775,367)
Retained earnings	156,297	152,514
Total parent entity interest	173,217	168,111
Non-controlling Interest	–	254
Total Equity	173,217	168,365

Note 32: Subsequent Events

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

Consolidated entity disclosure statement

for the year ended 30 June 2024

Entity Name	Entity Type	Trustee	Place formed or Incorporated – Body Corporate	% of share capital held – Body Corporate (i)	Australian resident or foreign resident (for tax purposes)	Foreign Jurisdiction of foreign residents
Australian Clinical Labs Limited	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
ACL MidCo Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
ACL Finco Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Clinical Laboratories Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Clinical Laboratories (WA) Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Perth Medical Laboratories Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
ACL Employee Share Trusco Pty Ltd	Body corporate	Trustee (iv)	Australia	100%	Australian (ii)	n/a
Australian Clinical Labs Limited Employee Share Trust	Trust	n/a	n/a	n/a	Australian	n/a
Malvern Pathology Laboratories Sdn Bhd	Body corporate	n/a	Malaysia	100%	Foreign	Malaysia (iii)
Southern Sun Clinics Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Southern Sun Healthcare Pty Ltd	Body corporate	Trustee (v)	Australia	100%	Australian (ii)	n/a
The Aussie Healthcare Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Southern Sun Practices Pty Limited	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Taree Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Coffs Harbour (Southern Cross) Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Pottsville Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a

Consolidated entity disclosure statement continued

for the year ended 30 June 2024

Entity Name	Entity Type	Trustee	Place formed or Incorporated – Body Corporate	% of share capital held – Body Corporate (i)	Australian resident or foreign resident (for tax purposes)	Foreign Jurisdiction of foreign residents
SunDoctors Byron Bay Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Burleigh Heads Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Kalowen Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Novocastrian Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Dermapath AI Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
Southern Sun Pathology (Helix) Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
SunDoctors Nelson Bay Pty Ltd	Body corporate	n/a	Australia	100%	Australian (ii)	n/a
WSCC Healthcare Pty Ltd	Body corporate	Trustee (vi)	Australia	50%	Australian	n/a
Wyong SCC Trust	Trust	n/a	n/a	n/a	Australian	n/a
Orange Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (vii)	Australia	100%	Australian (ii)	n/a
Orange Skin Cancer Clinic Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Ryde Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (viii)	Australia	100%	Australian (ii)	n/a
Ryde Skin Cancer Clinic Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Bolton Street Cancer Clinic Pty Ltd	Body corporate	Trustee (ix)	Australia	100%	Australian (ii)	n/a
Bolton Street Skin Cancer Clinic Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Gosford SCC Pty Ltd	Body corporate	Trustee (x)	Australia	100%	Australian (ii)	n/a
SCC Gosford Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a

Entity Name	Entity Type	Trustee	Place formed or Incorporated – Body Corporate	%of share capital held – Body Corporate (i)	Australian resident or foreign resident (for tax purposes)	Foreign Jurisdiction of foreign residents
Southern Sun Pathology Pty Ltd	Body corporate	Trustee (xi)	Australia	100%	Australian (ii)	n/a
Hornsby Pathology Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Skin Cancer Clinic Parramatta Pty Ltd	Body corporate	Trustee (xii)	Australia	100%	Australian (ii)	n/a
Skin Cancer Clinic Parramatta Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Aussie Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (xiii)	Australia	100%	Australian (ii)	n/a
Skin Cancer Clinic Hornsby Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Wollongong SCC Pty Ltd	Body corporate	Trustee (xiv)	Australia	100%	Australian (ii)	n/a
Wollongong SCC Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a
Rouse Hill Skin Cancer Unit Trust	Trust	n/a	n/a	n/a	Australian (ii)	n/a

(i) Represents the economic interest in the entity as consolidated in the consolidated financial statements.

(ii) This entity is part of a tax-consolidated group under Australian taxation law, for which Australian Clinical Labs Limited is the head entity.

(iii) Malvern Pathology Laboratories Sdn Bhd is incorporated in Malaysia.

(iv) ACL Employee Share Trusco Pty Ltd is trustee of the Australian Clinical Labs Limited Employee Share Trust.

(v) Southern Sun Healthcare Pty Ltd – Former Name Aussie Healthcare Pty Limited is trustee of the Aussie Healthcare Unit Trust & Rouse Hill Skin Cancer Unit Trust

(vi) WSCC Healthcare Pty Ltd is trustee of the Wyong SCC Trust.

(vii) Orange Skin Cancer Clinic Pty Ltd is trustee of the Orange Skin Cancer Clinic Unit Trust.

(viii) Ryde Skin Cancer Clinic Pty Ltd is trustee of the Ryde Skin Cancer Clinic Unit Trust.

(ix) Bolton Street Cancer Clinic Pty Ltd is trustee of the Bolton Street Skin Cancer Clinic.

(x) Gosford SCC Pty Ltd is trustee of the Skin Cancer Clinic Gosford Unit Trust.

(xi) Southern Sun Pathology Pty Ltd formerly Hornsby Pathology Pty Ltd is trustee of the Hornsby Pathology Unit Trust.

(xii) Skin Cancer Clinic Parramatta Pty Ltd is trustee of the Skin Cancer Clinic Parramatta Unit Trust.

(xiii) Aussie Skin Cancer Clinic Pty Ltd formerly Skin Cancer Clinic Hornsby Pty Limited is trustee of the Skin Cancer Clinic Hornsby Unit Trust.

(xiv) Wollongong SCC Pty Ltd is trustee of the Wollongong SCC Trust.

Basis of preparation

The consolidated entity disclosure statement has been prepared in accordance with subsection 295(3A)(a) of the *Corporations Act* 2001. The entities listed in the statement are Australian Clinical Labs Limited and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

Directors' Declaration

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 32 to 74 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- (c) the Consolidated entity disclosure statement as at 30 June 2024 set out on pages 75 to 77 is true and correct; and
- (d) at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in Note 31 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee described in Note 31.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Chief Executive Officer and Deputy Chief Financial Officer required under section 295A of the *Corporations Act 2001*.

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



Michael Alscher
Chair
28 August 2024



Melinda McGrath
CEO and Executive Director
28 August 2024

Independent Auditor's Report

**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
ABN: 94 645 711 128**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Australian Clinical Labs Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (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.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
Carrying value of Goodwill Refer to Note 1(l) and Note 13	
At 30 June 2024 the Group's balance sheet includes goodwill relating to one cash generating unit ("CGU"). We believe due to the significance of the goodwill balance, that the carrying value is a key audit matter.	Our procedures included, amongst others: <ul style="list-style-type: none">Assessing management's determination of the Group's CGU based on our understanding of the nature of the Group's business and the economic environment in which it operates.

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Independent Auditor's Report continued

**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Specifically, the key audit matter for us was whether the Group's value in use model for impairment included appropriate consideration and support for significant estimates and judgements and the selection of key external and internal inputs.

Management's assessment of impairment of the Group's goodwill balances incorporated significant estimates and judgements in respect of factors such as forecast:

- revenues;
- expenses;
- capital expenditure; and
- economic assumptions in the cash flow model such as, discount rates, growth rates and terminal growth rate.

- Understanding and evaluating the design and implementation of management's processes and controls regarding valuation of the Group's goodwill assets to determine any asset impairment including the procedures around the preparation and review of forecasts.
- Evaluating the Group's significant estimates and judgements used to determine the recoverable value of its assets, including those relating to forecast revenue, expenses, capital expenditure, and other economic assumptions.
- Engaging an auditor's expert to evaluate the key economic assumptions to external market data.
- Recalculating the mathematical accuracy of the cash flow model.
- Assessing the historical accuracy of forecasting of the Group.
- Performing sensitivity analysis in relation to the significant estimates and judgements made by management.
- Assessing the adequacy of disclosure in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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**AUSTRALIAN CLINICAL LABS LIMITED
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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Responsibilities of the Directors 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 ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and 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 Group'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 Group to cease to continue as a going concern.

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Independent Auditor's Report continued

**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

- 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 Group to express an opinion on the 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 on the Remuneration Report

We have audited the Remuneration Report included in pages 15 to 31 of the directors' report for the year ended 30 June 2024. In our opinion, the Remuneration Report of Australian Clinical Labs 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.



S D WHITCHURCH
Partner



PITCHER PARTNERS
Melbourne

28 August 2024

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Corporate Directory

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