

Appendix 4E

Kogan.com Limited

**Preliminary Financial Report
for the Period Ended 30 June 2016**

Kogan.com Limited

Preliminary Financial Report for the Period Ended 30 June 2016

Current Period: 19 May 2016 – 30 June 2016

Prior corresponding Period: N/A

Results for announcement to the market	Period ended 30 June 2016	
	\$	% Change
Revenue from ordinary activities	Nil	N/A
Profit/(loss) after tax from ordinary activities attributable to members	Nil	N/A
Net profit/(loss) attributable to members	Nil	N/A

Distributions Paid

No distributions were paid or proposed during the period

Explanation of Key Information and Distribution

Kogan.com Ltd was incorporated on 19 May 2016 to act as the listing vehicle for the Initial Public Offering in the Kogan group of companies. It was non-operational in the period to 30 June 2016.

	As at 30 June 2016 \$/Share
Net tangible assets per share	1

Control Gained over Entities in the Period

There were no entities controlled by Kogan.com Limited during the period.

Events Subsequent to period end

On 7 July 2016, Kogan.com Limited listed on the Australian Stock Exchange under the code KGN.

On 8 June 2016, Kogan.com Ltd entered into a sale agreement with the Existing Owners of Kogan Operations Holdings Pty Ltd, pursuant to which the Existing Owners agreed to sell all of their shares in Kogan Operations Holdings Pty Ltd (the parent entity of the Kogan Group) to Kogan.com Ltd on settlement of the Initial Public Offering prior to the listing on the ASX of Kogan.com Ltd, which took place on 7 July 2016. The aggregate consideration paid by Kogan.com Ltd for the Kogan Operations Holdings Pty Ltd shares under the Sale Agreement was \$131,816,250. In preparation for listing Kogan.com Ltd acquired all of the issued shares in Kogan Operations Holdings Pty Ltd prior to listing on 7 July 2016.

The consideration was paid by way of \$15,000,012 in cash (payable out of the Offer Proceeds) and the issuance of 64,897,910 Shares (representing a value of \$116,816,238 based on the Offer Price).

The cash consideration payable by Kogan.com Limited to the Existing Owners was allocated 50% to Ruslan Kogan's shareholder entity and 50% to David Shafer's shareholder entity, with the balance by way of the issuance of shares.

The Initial Public Offering resulted in the issuance of 27.8 million shares at an issue price of \$1.80 per share, which raised a total of \$50m in cash proceeds (prior to issue costs), plus 0.7 million shares were issued to certain Key Management Personnel and other senior managers (excluding Ruslan Kogan and David Shafer) for nil consideration. After payment of the cash proceeds to the Existing Owners as detailed above, \$35 million in cash (prior to issue costs) was retained in the business to repay existing external debt and fund growth in the group's operations as detailed in prospectus disclosures.

Kogan.com Limited

Preliminary Financial Report for the Period Ended 30 June 2016

Distribution Details

No distributions were paid or proposed during the period.

Distribution Reinvestment Plans

There was no distribution reinvestment plan in operation during the financial period.

Audit Status

The preliminary financial report are based on the financial statements which are in the process of being audited.

Kogan.com Limited

Preliminary Financial Report for the Period Ended 30 June 2016

Statement of Profit or Loss and Other comprehensive income for the period ended 30 June 2016

	Note	19 May 2016 – 30 June 2016 \$
Revenue		-
Cost of sales		-
Gross profit		-
Other income		-
Sales and marketing expenses		-
Warehouse expenses		-
Administrative expenses		-
Other expenses		-
Results from operating activities		-
Finance income		
Finance costs		-
Net finance costs		-
Profit before income tax		-
Tax expense		-
Net profit for the period		-
Earnings per share		
From continuing operations:		
Basic earnings per share (cents)		-
Diluted earnings per share (cents)		-

The accompanying notes form part of these financial statements.

Kogan.com Limited

Preliminary Financial Report for the Period Ended 30 June 2016

Statement of Financial Position

as at 30 June 2016

	Note	2016 \$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents		2
TOTAL CURRENT ASSETS		2
TOTAL ASSETS		2
NET ASSETS		2
EQUITY		
Issued capital		2
TOTAL EQUITY		2

The accompanying notes form part of these financial statements.

Kogan.com Limited

Preliminary Financial Report for the Period Ended 30 June 2016

Statement of Changes in Equity

for the period ended 30 June 2016

	Note	Share Capital \$	Retained Earnings \$	Translation Reserve \$	Total Equity \$
Balance at 19 May 2016		-	-	-	-
Comprehensive income					
Profit for the period		-	-	-	-
Total comprehensive income for the period		-	-	-	-
Transactions with owners, in their capacity as owners, and other transfers					
Issued of ordinary shares		2	-	-	2
Distributions paid		-	-	-	-
Total transactions with owners and other transfers		2	-	-	2
Balance at 30 June 2016		2			2

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Kogan.com Limited

Notes to the Financial Statements for the period ended 30 June 2016

Statement of Cash flows

for the period ended 30 June 2016

	Note	2016 \$
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CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers		-
Payments to suppliers and employees		-
Interest received		-
Finance costs		-
Income tax paid		-
Net cash provided by/(used in) operating activities		-
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CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment		-
Purchase of intangible assets		-
Net cash used in investing activities		-
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CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares		2
Proceeds/(payment) from borrowings		-
Distributions paid		-
Net cash provided by/(used in) financing activities		2
Net increase/(decrease) in cash held		2
Cash and cash equivalents at beginning of financial period		-
Cash and cash equivalents at end of financial period		2

The accompanying notes form part of these financial statements.

Notes to the Financial Statements for the period ended 30 June 2016

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These preliminary consolidated financial statements relate to Kogan.com Limited and the entities it controlled at the end of, or during the period ended 30 June 2016 and has been prepared in accordance with rule 4.3A of the ASX listing rules (Appendix 4E).

NOTE 2: EVENTS SUBSEQUENT TO PERIOD END

On 7 July 2016, Kogan.com Limited successfully listed on the Australian Stock Exchange under the code KGN. On 8 June 2016, Kogan.com Ltd entered into a sale agreement with the Existing Owners of Kogan Operations Holdings Pty Ltd, pursuant to which the Existing Owners agreed to sell all of their shares in Kogan Operations Holdings Pty Ltd (the parent entity of the Kogan Group) to Kogan.com Ltd on settlement of the Initial Public Offering prior to the listing on the ASX of Kogan.com Ltd, which took place on 7 July 2016. The aggregate consideration paid by Kogan.com Ltd for the Kogan Operations Holdings Pty Ltd shares under the Sale Agreement was \$131,816,250. In preparation for listing Kogan.com Ltd acquired all of the issued shares in Kogan Operations Holdings Pty Ltd prior to listing on 7 July 2016.

The consideration was paid by way of \$15,000,012 in cash (payable out of the Offer Proceeds) and the issuance of 64,897,910 Shares (representing a value of \$116,816,238 based on the Offer Price).

The cash consideration payable by Kogan.com Limited to the Existing Owners was allocated 50% to Ruslan Kogan's shareholder entity and 50% to David Shafer's shareholder entity, with the balance by way of the issuance of shares.

The initial public offering resulted in the issuance of 27.8 million shares at an issue price of \$1.80 per share, which raised a total of \$50m in cash proceeds (prior to issue costs), plus 0.7 million shares were issued to certain key management personnel and other senior managers (excluding Ruslan Kogan and David Shafer) for nil consideration. After payment of the cash proceeds to the existing owners as detailed above, \$35 million in cash (prior to issue costs) was retained in the business to repay existing external debt and fund growth in the group's operations as detailed in prospectus disclosures.